2009 ANNUAL REPORT

unibail·rodamco

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Business Overview

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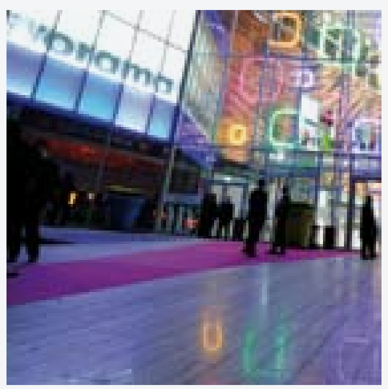
Regional Review



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Portfolio, Legal & Financial

PROFILE

Unibail-Rodamco is Europe's leading listed commercial property company with a portfolio valued at €22.3 billion on December 31, 2009.

A clear strategy

The Group is the leading investor, operator and developer of large shopping centres in Europe. Its 95 shopping centres, 47 of which receive more than 7 million visits per annum, are generally located in major continental European cities with superior purchasing power and extensive catchment areas. The Group continuously reinforces the attractiveness of its assets by upgrading the layout, renewing the tenant mix and enhancing the shopping experience. Present in 12 European Union countries, Unibail-Rodamco is a natural business partner for any retailer seeking to penetrate or expand in this market and for any public or private institution interested in developing large, integrated retail schemes.

A commitment to value creation

The Group is also a key player in the Paris region office market, where it focuses on modern, efficient buildings of more than 10,000 m². Finally, in joint venture with the Paris Chamber of Commerce and Industry, Unibail-Rodamco owns, operates and develops the major convention and exhibition centres of the Paris region.

Financial strength and stability

Unibail-Rodamco's 1,700 employees create value for shareholders through an integrated approach which combines all aspects of property management, investment and development. The Group's commitment to environmental, economic and social sustainability has been recognised with listings in the DJSI (World) and FTSE4Good indexes.

Unibail-Rodamco is listed on Euronext and is a member of the CAC 40, AEX and Dow Jones EURO STOXX 50 indexes. It is rated A/A3 by Standard & Poor's and Moody's.

Cnit / La Défense

MESSAGE FROM THE CEO

2009 has been an extraordinary year in many ways. In an unpredictable economic environment characterised by dramatic changes of historical proportions, the stability of the recurring net result generated by Unibail-Rodamco's high quality asset portfolio was a welcome exception. Recurring earnings per share grew by 7.1% in 2009, in line with expectations, to reach €9.19.

With a 1.9% vacancy rate and stable footfall, the Group's expanding **retail** portfolio has proved its resilience in the current crisis. These results are not a "miracle", but a reflection of the quality of Unibail-Rodamco's assets and the hard work undertaken by its dedicated employees to develop win-win partnerships with retailers and exceed customers' expectations.

In the current environment, the Group's strong presence in key capital cities provides an appealing platform for international retailers seeking to launch European expansion programmes. These unique partnerships with exclusive, original retailers and top brands ensure that the Group's centres stand out from the competition. Ongoing efforts are made to improve the physical look and feel of the centres, the range of services on offer, and the quality of the shopping experience.

Rental levels for the **office** portfolio have come under pressure as a result of the economic climate. Although this affected the valuation of office assets, the Group reduced vacancy levels from 9.8% to 5.5% thanks to hard work by its teams and a clear focus on sought-after locations and assets. Total net rental income from the office portfolio sector contracted by 4.2% as a result of the divestment of mature assets in line with the Group's capital recycling strategy, but net rental income was up by 9.1% on a like-for-like basis.

The **convention and exhibition** business saw a slight downturn in activity as a result of the recession and the flu pandemic. Compared to 2007, the relevant year of comparison in this seasonal business, net operating income increased by 4.7%. VIPARIS made a healthy net contribution to the Group's results, confirming the relevance of the 2008 merger.

A strong balance sheet has enabled Unibail-Rodamco to secure its access to funding throughout the financial crisis. Having issued new bank debt and a convertible bond, as well as several regular bonds, the Group ended the year with a record €3.5 billion in undrawn funds. This provides ample room for manoeuvre in the future.

As a result of exceptionally low or negative indexation, the aftermath of the economic crisis and the low level of deliveries achieved during 2009, it is expected that 2010 will be a transitory year, with 0 to 2% projected recurring earnings per share growth. The five-year outlook, however, remains very positive.

The Group remains committed to **sustainable development** and plays an active role in the industry associations that are developing new environmental standards and best practices for the commercial real estate sector. Detailed information on environmental and social issues is published in a separate Corporate Sustainability Report.

The Group's talented professionals, top-quality assets and strong balance sheet provide an unparalleled foundation for continued growth and allow Unibail-Rodamco to look to the future with confidence.

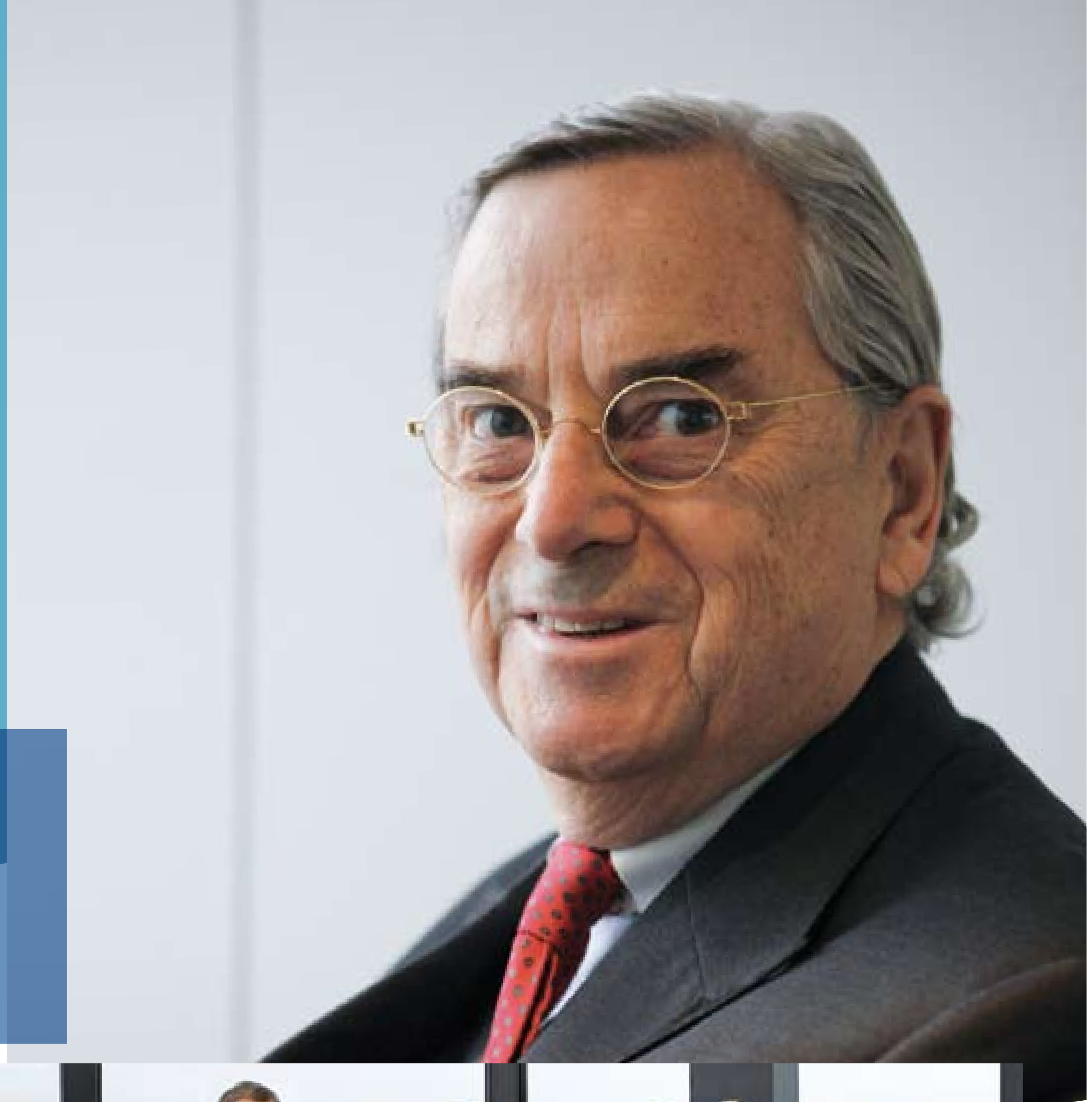
Guillaume Poitrinal, CEO & Chairman of the Management Board

Vallsur / Valladolid

Docks Vauban / Le Havre

"The Group ended 2009 with solid earnings growth in line with expectations, despite a very adverse economic environment. The limited impact of the crisis on Unibail-Rodamco's results is primarily due to the high quality of the underlying asset base. The Group's talented team also played a key role through their relentless efforts to turn every asset in the portfolio into a place that is attractive to both tenants and visitors."

Supervisory Board



From left to right: **Mr. Yves Lyon-Caen; Mr. Jos W.B. Westerburgen; Mr. Frans J.G.M. Cremers** (seated); **Mr. Robert F.W. van Oordt (Chairman); Mr. Alec Pelmore; Mrs. Mary Harris; Mr. Robert ter Haar; Mr. Jacques Dermagne** (seated); **Mr. Jean-Louis Laurens; Mr. Bart R. Okkens; Mr. François Jaclot; Mr. Henri Moulard.**

MESSAGE FROM THE CHAIRMAN OF THE SUPERVISORY BOARD

The financial turmoil of 2008 was followed by unparalleled uncertainty in 2009. Economic collapse has, so far, been avoided through massive government support. These volatile economic conditions call for good governance, a solid strategy, dynamic management and operational excellence. Unibail-Rodamco SE, as its performance in 2009 attests, has all four.

According to budget and in line with its strategy, Unibail-Rodamco successfully upgraded and reinforced its existing retail, office, convention and exhibition facilities and advanced a number of landmark investment and development projects. The Group prides itself on the quality of its assets, its relationships with stakeholders and its European identity, formalised in 2009 by the Company's legal conversion to a European company (Societas Europaea).

The Supervisory Board, via its Audit Committee, continuously monitored the Company's funding requirements, cash flow generation and risk exposure in 2009. Through its Governance, Nomination and Remuneration Committee, the Supervisory Board studied the consequences for the Company's Management Board remuneration under a variety of hypothetical scenarios and commissioned an external benchmark review of this remuneration against CAC 40, AEX 25 and international real estate peers. The Supervisory Board also supervised transitions in the composition of the Management Board. Mid 2009, Mr. Willem Ledeboer, following a 23-year career with the Group and an active participation in the merger with Rodamco Europe NV in 2007, stepped down as Chief Investment Officer to pursue other interests. Later in the year, Mr. Jaap Tonckens joined the Management Board as General Counsel to provide support to the CEO on strategically important Group activities and head the Group's legal department.

This year, the Supervisory Board conducted its regular annual self assessment in the format of a formal questionnaire. The results were positive, confirming satisfaction with the Board's functioning and performance and culminating in new ideas for further advancement. The Supervisory Board is committed to excellence in corporate governance and recognises the accentuated importance of its role in uncertain times. As a result, the Supervisory Board decided to increase its focus on various aspects of risk management and internal control. In addition, the Supervisory Board reconfirmed the importance of diversity in terms of gender, age and nationality, whilst recognising the efficiency of a small board, and agreed to formalise succession plans for the Supervisory and Management Boards.

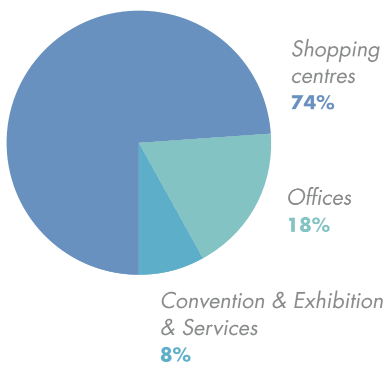
Finally, the Supervisory Board reviewed and approved various significant investment and project development proposals. Most notably, it approved the €715 million acquisition of the Simon Ivanhoe portfolio, announced by the Group on February 5, 2010, which should close in the first half of 2010.

At the start of yet another challenging year, the Supervisory Board would like to express its appreciation for the hard work accomplished across all levels and in all countries where Unibail-Rodamco is active. The Group's top class industry position, coupled with its highly focused employees, managers, Management Team and Management Board members, are the best guarantee for ongoing success in a challenging environment.

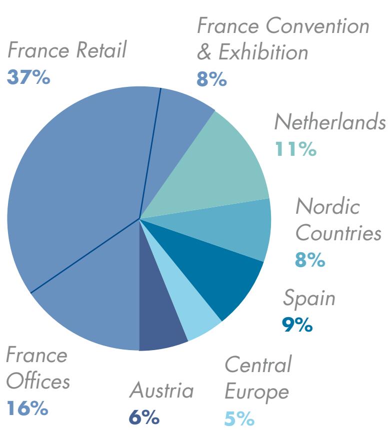
Robert F. W. van Oordt, Chairman of the Supervisory Board

STRATEGY & KEY FIGURES

Portfolio by division*

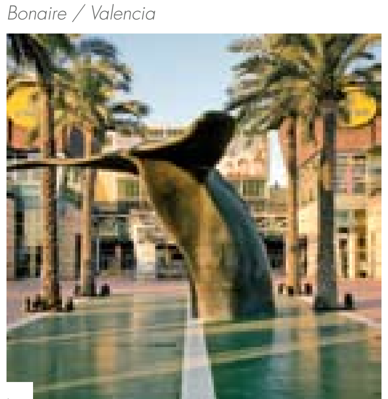


Portfolio by region



* At December 31, 2009, in value, including transfer taxes.

Bonaire / Valencia



Strategy, portfolio and geographical presence

Unibail-Rodamco's ownership of large retail, office, and convention and exhibition assets that host large numbers of people gives it a very specific positioning in niche segments of the real estate industry.

The Group believes that the vertical integration of its development, investment and operational activities is fundamental to the consistent performance of its portfolio. The ability to tailor properties to fit tenants' operational needs and clients' expectations, and a pro-active management of the portfolio, are central to the Group's operational success.

Large, high-quality retail assets in major continental European cities lie at the heart of this strategy. Unibail-Rodamco owns 95 shopping centres and is the market leader in Europe in this sector. Forty-seven of these shopping centres, representing almost three-quarters of this portfolio as measured by gross market value, receive more than 7 million visits per year.

The Group's investment strategy targets shopping centres which have reversionary potential that can be captured through superior operational management and extensions or renovations. Centres that reach the limit of their cash flow growth potential relative to other centres are usually candidates for disposal.

Unibail-Rodamco is also active in the office market. The Group focuses on properties offering more than 10,000 m^2 and has approximately €3.9 billion invested, predominantly in Paris, France, where there is strong, steady demand for buildings of this size. The strategy in this segment is more opportunistic and is driven by development and renovation opportunities.

The Group has a sound track record of developing shopping centres and offices in-house as a route to further value creation. At end 2009, the development pipeline covered 1.1 million m^2 and had an estimated total investment cost of €5.6 billion.

Finally, the Group owns and operates an extensive convention and exhibition business in partnership with the Paris Chamber of Commerce and Industry (CCIP). With 10 venues in Paris, VIPARIS is a formidable international competitor in this increasingly international market.

Risks

A description of the risks inherent in the business is given in "Risk factors" in the Legal Information chapter.

Overall, the risk philosophy of the Group can be described as conservative, with an emphasis on accepting the risks that determine the nature of the business, such as fluctuations in the value of assets, vacancies, volatility in market rents, or risks associated with development activities. Other risks, notably interest rate and exchange rate risks, are closely managed and actively hedged. Financing risks related to potential breaches of loan covenants are minimised through a conservative financing policy, which has served the Group very well during recent years. The table below shows the potential impact of variations in interest rates, the Swedish Krona/Euro exchange rate and asset yields on the Group's recurring result and equity.

Type of risk	Impact on recurring result	Impact on equity
Interest rate + 50 bps	-€9 million	-€9 million
Swedish Krona/Euro -10%	-€5 million	-€34 million
Asset yields + 25 bps	-	-€758 million

Dimensions and competitive position

With a market capitalisation of €14 billion at year-end 2009, Unibail-Rodamco is one of the top three listed commercial real estate players in the world. The Group accounts for 17%[1] of the EPRA[2] Developed Europe index. The second-placed player, Land Securities from the UK, accounts for 7%[1]. Global peers include Westfield (Australia) and the Simon Property Group (USA). Companies that operate in the same sector and geographies as Unibail-Rodamco include Klépierre from France, and Corio, Wereldhave and VastNed Retail in the Netherlands. The United Kingdom has a number of listed retail real estate players, such as Land Securities, British Land, Liberty and Hammerson. Most of these focus on the UK, although Hammerson also owns assets in France.

Financial objectives

Unibail-Rodamco's financial objective is to provide investors with superior returns through a combination of dividend distributions and capital value increases. It is the Group's policy to distribute 85-95% of the recurring earnings per share each year. As recurring earnings grow, the distribution increases at a similar pace. Total Shareholder Return (TSR), a combination of share price development and dividends (or any other distribution) paid, is a key indicator of financial performance. To achieve superior TSR in the long term, the Group looks for real estate investments which have the potential to deliver high internal rates of return. Conversely, it sells assets with low to medium growth potential.

Unibail-Rodamco's TSR track record over the last 10 years equals 20.7% per annum, compared to growth of 9.6% per annum for the EPRA Euro zone index. The Group aims to continue to outperform the EPRA European index over the medium to long term.

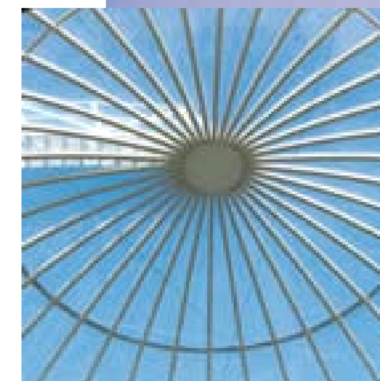
The Management Board's remuneration is clearly linked to the achievement of short- and long-term objectives. Two indicators are taken into account for the short-term incentives: recurring net profit and recurring EPS growth in excess of inflation, and the growth in excess of inflation of the net asset value per share plus dividend or any other distribution distributed over the same period. The exercise of stock options has performance criteria linked to the EPRA index. If the Group does not outperform the index, the stock option award has, in effect, no value.

Comparative Performance of Unibail-Rodamco and EPRA Euro Zone, AEX and CAC 40 Indexes

Annualised performances (Dividend and any other distribution reinvested)[3]
Data are for different periods to December 31, 2009

	Unibail-Rodamco	EPRA Euro Zone Index	AEX Index	CAC 40 Index
1 year	52.1%	43.1%	41.9%	27.7%
since April 28, 2005*	15.4% p.a.	2.3% p.a.	3.0% p.a.	3.7% p.a.
10 years	20.7% p.a.	9.6% p.a.	-3.6% p.a.	-1.6% p.a.
15 years	19.2% p.a.	10.4% p.a.	7.1% p.a.	7.5% p.a.

Source: Bloomberg, Unibail-Rodamco.
**Date of the appointment of Mr Guillaume Poitrinal as CEO of the Company.*
(1) At December 31, 2009.
(2) European Public Real Estate Association (http://www.epra.com).
(3) Gross dividends for EPRA Euro Zone index.



Rosny 2 / Paris

La Vaguada / Madrid

Docks Vauban / Le Havre

Forum Nacka / Stockholm

2009 performance

The performance of the Group's **rental income** has been satisfactory. Net rental income rose by 3.4% due to indexation. Like-for-like rental income growth remained positive at 4%, while leasing activity in the key retail sector returned an uplift of 21% over the course of the year.

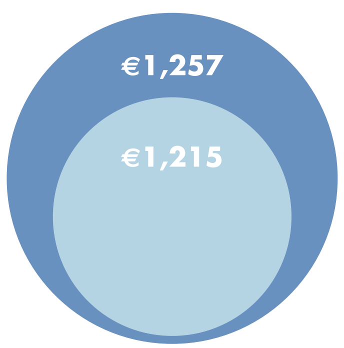
The value of the Group's assets has seen a significant correction over the last two years. In line with the market as a whole, and in the absence of an active investment/divestment market, appraisers continued to mark down the value of almost all asset classes. During the second half of 2009, the investment market picked up, as borrowing costs were low and institutional players were looking for better return opportunities. Competition for high quality assets also seems to be returning, which indicates that the market may have found a new equilibrium.

Access to **funding** has been a key attention item during 2009. A strong balance sheet and low loan-to-value ratio meant that Unibail-Rodamco did not suffer from covenant pressure as a result of falling asset values. The Group issued new bank debt and a convertible bond, as well as several regular bonds, ending 2009 with a record €3.5 billion in undrawn funds. Confidence in the Group's ability to meet its financial obligations increased over the year, as evidenced by the decline in Credit Default Swap rates, which went from 520 basis points at the start of 2009 to 70 basis points at year end.

The Group reached its EPS target with growth of +7.1% and will propose a distribution per share of €8.00 to the 2010 General Meeting.

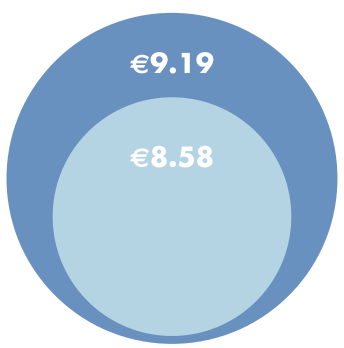
Carré Sénart / Paris

Net Rental Income (NRI)
(in million €)



+3.4%

Recurring Earnings per share
(in €)



+7.1%

Distribution per share
(in €)

+6.7%

2008 ● 2009

Strong net rental income growth across the different divisions

€Mn		2009	2008[1]	Growth %	Growth % like-for-like
Shopping centres	France	454	420	+8.2%	+5.7%
	Netherlands	143	159	-10.2%	+1.1%
	Nordic Countries	90	91	-1.3%	+2.6%[2]
	Spain	120	105	+14.1%	+1.0%
	Central Europe	73	68	+8.2%	+1.5%[2]
	Austria	62	45	+37.6%	+6.7%[3]
	Net rental income	942	887	+6.1%	+3.9%
Offices	France	179	173	+3.1%	+10.5%
	Other	41	56	-26.8%	+3.4%[2]
	Net rental income	220	229	-4.2%	+9.1%
Convention & Exhibition	Net rental income	96	99	-3.0%	-3.0%
Total	Net rental income	1,257	1,215	+3.4%	+4.0%

(1) For comparison purposes, 2008 figures have been slightly restated. For more details see Business Review.
(2) Excluding currency movements impacts.
(3) Including Shopping City Süd on a pro-forma basis in 2008.
Figures may not add up due to rounding.

Key consolidated indicators (in €Mn)	2009	2008[1]	Growth %	Growth % like-for-like
Net rental income	1,257	1,215	+3.4%	+4.0%
Valuation movements and gain on disposals	-2,293	-1,739		
Net profit group share	-1,468	-1,116		
of which net recurring profit-Group share	836	782	+6.9%	
Recurring earnings per share	€9.19	€8.58	+7.1%	
Distribution per share[4]	€8.00	€7.50	+6.7%	

(4) Subject to approval of the General Meeting.

	Dec 31, 2009	Dec 31, 2008	%
Fully diluted liquidation Net Asset Value per share	€128.20	€151.20	-15.2%

STOCK MARKET PERFORMANCE & SHAREHOLDING STRUCTURE

Shareholding structure

Unibail-Rodamco has been listed on the Paris Stock Exchange since 1972 and included in the CAC 40 index since June 18, 2007. On December 31, 2009, the Group had a market capitalisation of €14 billion[1]. Unibail-Rodamco is included in the Euronext 100. As a result of the merger with Rodamco, the Group has also been included in the Dutch AEX Index since June 22, 2007. On February 8, 2010, Unibail-Rodamco entered the Dow Jones Euro Stoxx 50 Index.

Unibail-Rodamco has a large and diverse international shareholding base, which is mainly composed of institutional investors based in the Netherlands, the United Kingdom, the United States and France.

On January 1, 2010, none of Unibail-Rodamco's shareholders had declared holdings of more than 10% of the issued share capital. The principal known investors, with holdings of between 4% and 8%[2], include APG, PGGM and Crédit Agricole Asset Management.

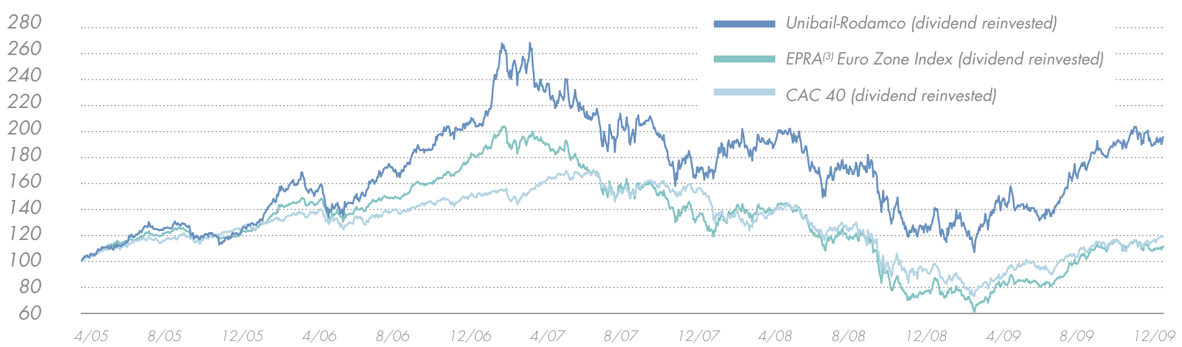
Stock market performance

Stock market value creation is measured by Total Shareholder Return (TSR). TSR indicates the total return obtained through ownership of a share over a given period of time. It includes dividends (or any other distribution) paid and any change in the company's share price.

Annualised TSR for Unibail-Rodamco shares with dividends (or any other distribution) reinvested amounted to:

- 20.7% per annum over a 10-year period between December 30, 1999, and December 31, 2009, compared with -1.6% for the CAC 40 index and 9.6% for the EPRA[3] property investment companies' performance index (Euro zone).
- 15.4% per annum over the period between April 28, 2005[4], and December 31, 2009, compared with 3.7% for the CAC 40 index and 2.3% for the EPRA[3] property investment companies' performance index (Euro zone).
- 52.1% per annum over the full year 2009, compared with 27.7% for the CAC 40 index and 43.1% for the EPRA[3] property investment companies' performance index (Euro zone).

Relative performance of Unibail-Rodamco's share(*) (rebased on 100 as at April 28, 2005[4])



*as at December 31, 2009

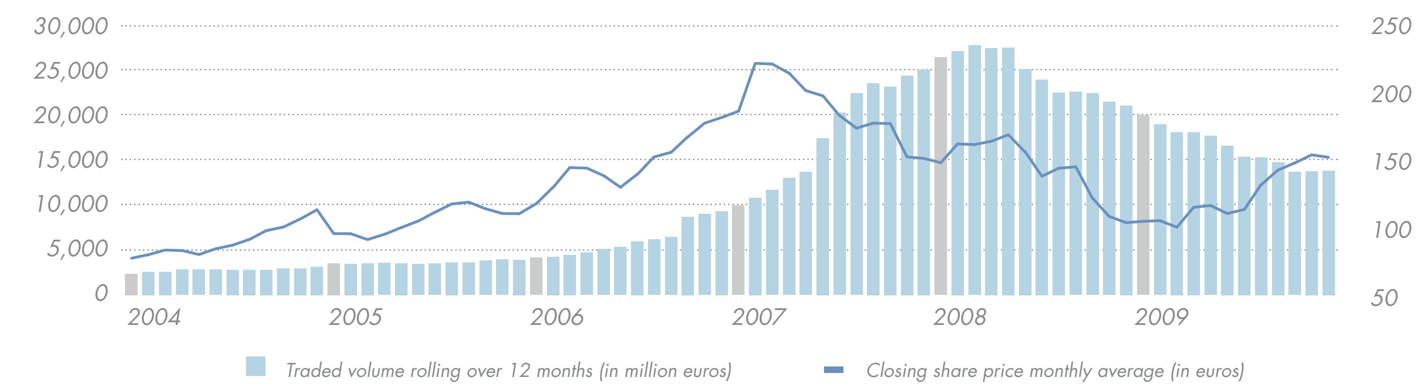
Unibail-Rodamco headquarters / Paris

(1) Including 19,684 ORAs outstanding at December 31, 2009.
(2) Based on latest ownership threshold disclosures received.
(3) European Public Real Estate Association (http://www.epra.com), TSR for EPRA Euro Zone index is calculated with gross dividend reinvested.
(4) Date of the appointment of Mr Guillaume Poitrinal as CEO of the Company.

Traded volumes

In 2009, the number of shares traded fell to an average daily volume of 450,000 shares compared to 574,000 shares in 2008. In parallel, the average daily traded capitalisation fell to €54.0 million in 2009, compared to €82.1 million in 2008.

Change in share price and traded volumes since 2004



2010 distribution schedule

Unibail-Rodamco's current distribution policy is to pay out between 85% and 95% of the financial year's net recurring profit.

At the General Meeting to be held on April 28, 2010, the Board will propose a distribution of €8.00[5] per share for the 2009 financial year. This represents an increase of 6.7%[5] compared to the 2008 distribution of €7.50 per share.

Subject to approval of the General Meeting, the distribution will be paid in one payment of €8.00 per share on May 10, 2010.

(5) Subject to approval of the General Meeting.

Unibail-Rodamco headquarters / Paris

Investor and shareholder relations contacts

Website: www.unibail-rodamco.com
Investor relations:
Tel: +33 (0)1 53 43 72 01
investors@unibail-rodamco.com

Financial services for shares and dividends:
Crédit Agricole – Caisse d'Epargne Investor Services (CACEIS)
Service Emetteurs-Assemblées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9 – France
Tel: +33 (0)1 57 78 32 32
Fax: +33 (0)1 49 08 05 82

Business Overview

BUSINESS OVERVIEW

In 2009, rising unemployment, higher household saving rates, lower consumer confidence, declining consumption and cautious attitudes to investment were the rule across most of Europe. Despite this, Unibail-Rodamco achieved its performance objectives through a combination of strong assets, a relevant business model, and judicious financial and operational management by dedicated teams.

An unprecedented economic climate

The economic environment in continental Europe during 2009 was characterised by negative GDP growth, steadily increasing unemployment, and uncertainty about the long-term impact of the financial crisis. Consumer confidence reached its lowest level for a decade in February-March 2009, although it has since recovered slightly.* As a result, retail spending was down across the board, significantly affecting the top-line performance of many retailers, particularly those in weak locations or with out-dated commercial offers.

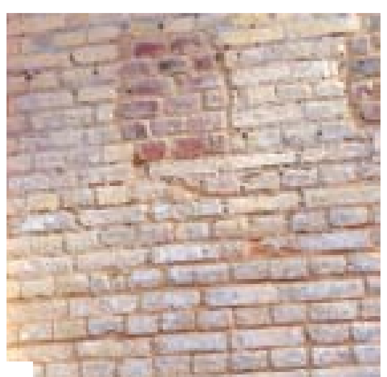
Nevertheless, the Group maintained its flow of visitors, saw only a small increase in its low levels of vacant space (from 1.8% at the end of 2008 to 1.9% at year end 2009), and helped its tenants to perform better than the retail market in general in terms of turnover. Consumption is likely to remain subdued into 2010. However, many international retailers are aiming to compensate for predicted lower levels of organic growth through expansion. This trend is favourable for Unibail-Rodamco, which has an unparalleled European retail platform in terms of quality and reach.

Although the convention and exhibition market faced a strong headwind in 2009, it was more important than ever for businesses to meet potential clients and sign new contracts. VIPARIS outperformed the market, with total visitor numbers remaining stable and 92% of the 2010 backlog confirmed by year end.

In the office market, both rental values and investment volumes were down significantly year-on-year, particularly in the "emerging" business districts which suffered the brunt of the corrections. In the established business districts of central Paris and La Défense, where 76% of the Group's assets are located, rents remained stable due to low vacancies, limited future deliveries, and the outstanding reputation, quality and accessibility of these locations. Investment volumes for the year as a whole were low, although activity started to pick up again in the last quarter of 2009 with increases registered in both the number and the value of transactions. Investors are being extremely selective about quality, condition and location, and a clear gap is emerging between prime assets and second-tier assets. Given the prime quality of its portfolio, the Group is well positioned to successfully continue its active asset rotation policy in 2010.

**Sources: Eurostat; European Commission.*

Tour Oxygène / Lyon

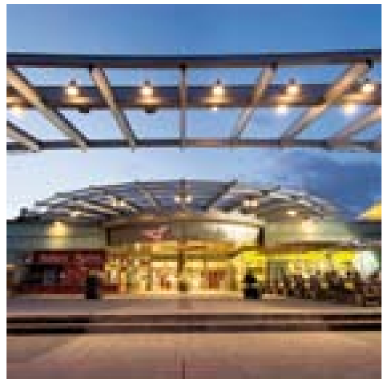


Docks Vauban / Le Havre

Management Board

From left to right:

Bertrand Julien-Laferrière, Chief Development Officer
Michel Dessolain, Chief Operating Officer
Guillaume Poitrinal, CEO & Chairman of the Management Board
Peter van Rossum, Chief Financial Officer
Catherine Pourre, Chief Resources Officer
Jaap Tonckens, General Counsel



La Vaguada / Madrid

Expertise in retail operations and management

Sales and footfall

Unibail-Rodamco's selective approach and strategic positioning proved their value in 2009. During growth periods, retailers seeking to maximise their market share and visibility are willing to accept a negative net contribution from certain stores. As a result of the downturn, however, retailers are focusing mainly on the best shopping centres, that offer the highest footfall and sales per square metre. These are typically large, prime shopping centres in major European cities, the type of asset which forms the core of the Group's portfolio. Unibail-Rodamco's ability to maintain its customer footfall (-0.7%) and financial vacancy rates (+0.1% year-on-year) clearly demonstrates how attractive the Group's centres are to both tenants and customers.

It also bears witness to the Group's proactive focus on leasing, marketing and customer service policies to generate traffic and promote customer loyalty. Differentiating events and campaigns to encourage footfall were held throughout the year, particularly at traditional, key moments in the retail year such as the summer and winter sales and the "back to school" period. Unibail-Rodamco has a geographically diverse portfolio that includes countries where consumption remains strong, such as Sweden and Poland, as well as countries where the downturn has had a marked effect, such as Spain.

Leasing and contracts

Leasing activities focused more than ever on retail differentiation and innovation, particularly as the economic crisis made consumers re-assess their spending habits and increased their attentiveness to product pricing and positioning.

Strong leasing activity during most of the year saw 1,151 deals signed for an average rental uplift of 21%. As a result, net rental income increased by 3.9% on a like-for-like basis.

This growth was achieved in spite of the economic uncertainty which characterised the early part of the year. The financial crisis of late 2008 meant that retailers' expansion budgets tended to be smaller than in previous years, although some did take advantage of the lull in competition to launch aggressive expansion plans. Retailers' attention was concentrated on the best locations in prime assets, which ensured continued high levels of demand for space in Unibail-Rodamco's shopping centres. A number of major international retailers, particularly from the US and Asia, started showing renewed interest in expansion towards the end of the year. The Group is extremely well positioned to support their plans.

Leasing contracts are the foundation of the legal relationship with tenants. Considerable progress was made during the year to harmonise leasing strategy at European level. Significant efforts are underway in Sweden and the Netherlands, in particular, to bring leasing activities into line with the Group's best practices. From January 1, 2010, all new leases signed in Europe will include clauses that specify the measures that tenants should take to reduce their environmental footprint.

"Unibail-Rodamco's legal team is, like all of the Group's departments, committed to creating shareholder value. In all regions, the team is working to standardise contracts across jurisdictions, share best practices, manage litigation, negotiate highly complex development agreements, manage risks in the Group's active asset rotation strategy, and identify and manage other potential risks. For example, increasing the quality, standardisation and automation of the Group's leasing contracts across Europe has introduced more transparency into the leasing process and made it easier to benchmark important performance indicators.

The legal team also actively manages Unibail-Rodamco's rights as an owner-operator. They have taken the lead in pro-actively managing non-performing tenants through vigorous debt collection and evictions in order to limit financial risk and facilitate the re-leasing of space to stronger tenants, thus improving returns."

Jaap Tonckens, General Counsel

Carré Sénart / Paris

"The continuing appeal of Unibail-Rodamco's shopping centres is founded on their capacity to offer culture, retail, emotion and entertainment in a single space. The constant renovation of the retail mix through the addition of original, exclusive and premium brands helps to drive sales and footfall for the whole of each asset, attracting customers by offering them new experiences and unique choices.

The economic crisis gave rise to major opportunities in terms of leasing and retail differentiation because it obliged retailers to rethink their business models and develop new concepts to attract customers. Rather than sit tight and focus on tried-and-tested retailers and established concepts, Unibail-Rodamco maintained its active tenant rotation policy and brought variety, interest and shopping pleasure to its visitors."

Michel Dessolain, Chief Operating Officer

Differentiation: the key to success

Unibail-Rodamco's strong, stable performance is founded on its expertise in property management, in-depth knowledge of consumer trends, and ability to offer a unique, enjoyable shopping experience. In 2009, the Group leveraged its European presence to attract leading national and international mass-market brands and original, exclusive retail concepts to its shopping centres. Differentiation in the tenant mix and the quality of the customer experience underpins the Group's ability to generate and maintain high levels of sales and footfall.

Differentiation through the retail mix

The Group devotes significant resources to identifying innovative marketing and commercial concepts that enable its centres to retain their competitive edge. This applies to all retail sectors, but particularly to fashion apparel, health and speciality goods concepts. The Group's dedicated Retail Intelligence team seeks out retailers which have the potential to expand nationally or internationally and the capacity to provide value to customers, enhance the image of a centre, or create a "must-have" premium, for example as the first or only branch of a desirable retailer in a region.

Unibail-Rodamco achieves retail differentiation in three ways. First, it targets international brands which are not yet present in continental Europe. For retailers from the US and Asia in particular, expanding in Europe can seem like a challenging prospect due to national differences in markets, laws, currencies, trends and fashions. Unibail-Rodamco's network of prime shopping centres across Europe and detailed local knowledge makes it an appealing partner. By working closely with the Group, international retailers obtain direct access to the best locations in Europe's largest cities. For example, in 2009, Unibail-Rodamco helped highly desirable brands such as Apple, Desigual, G Star and HEMA to reach new customers in European markets.

The first Apple Store in France, which opened in November at the Carrousel du Louvre, Paris, is an excellent example of the win-win relationships that the Group is able to offer premium retailers. The centre's high levels of traffic and dream location alongside the world-famous Louvre Museum were key attractions for Apple, which expects this store to receive more than their average of 700,000 visits per year. In turn, Apple's iconic status, outstanding levels of service and very limited European presence mean that this unit will be a major differentiator for the Carrousel du Louvre. Further Apple Stores will open elsewhere in the Unibail-Rodamco portfolio during 2010 and 2011.

Secondly, the Group provides extensive support to existing tenants which are seeking to expand nationally or internationally. In 2009, it signed 165 deals (89,048 m^2 GLA) with premium and cross-border retailers and enabled a number of major brands to expand into new countries or new markets. For example, MAC cosmetics opened its first shopping centre stores in France at Rosny 2, Forum des Halles, and Les Quatre Temps, while MBT opened its first Spanish shopping centre stores at Parquesur, La Vaguada and La Maquinista. Pandora entered the Polish market with stores in Galeria Mokotów and Złote Tarasy, and Motivi took its first steps in Denmark at Fisketorvet. The Group welcomed Spain's first branches of Deichmann (Bonaire), Aldo (La Vaguada, Parquesur), Burro, Totto and Fregossi (all Parquesur). Van Graaf, Bershka and WE entered the Austrian market with Unibail-Rodamco. In addition, numerous contracts were signed with existing cross-border retailers, such as Inditex, Vivarte, Mango, Marionnaud, Celio and H&M.

Finally, the Group works to build relationships with innovative national retailers that have an established reputation with local consumers. In France, for example, Unibail-Rodamco signed contracts with fashion retailers Bel Air, Bérénice and Ekyog, tea company Mariage Frères and wholefoods store Naturalia, all of which were previously found only in high-street locations.

Docks 76 / Rouen

Bonaire / Valencia

Vinter, *by Ernst Billgren*

Differentiation through the customer experience

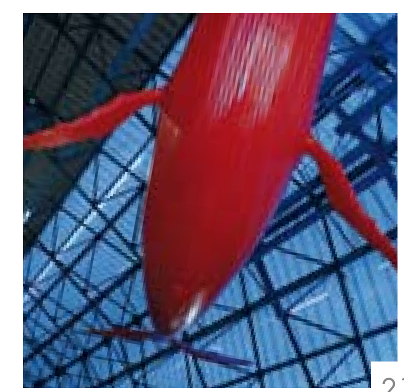
In the competitive retail environment of 2009, the Group stepped up its communication, marketing and customer service activities. In particular, it focused on ensuring that customers in the primary catchment area of each centre were aware of the arrival of new retailers and services. Extensive positive press coverage of customer-focused activities has raised the profile of the Group's assets, attracting new visitors and strengthening loyalty among existing customers.

The "Welcome Attitude", one of the cornerstones of Unibail-Rodamco's customer service strategy for retail assets, ensures that the Group's shopping centres are especially welcoming places to spend time. Basic requirements like user-friendly websites, well-lit car parks, clear signage, convenient rest and children's play areas and clean – occasionally spectacular – washrooms are fundamental to the shopping experience. These are supplemented by added-value or unexpected extras which reflect the centre's positioning and set it apart from competing retail areas, such as free baby-sitting for stressed working mothers or interactive shopping guides and personal shopping services for fashionistas. The services offered through the Welcome Attitude attract customers seeking a stress-free shopping experience and, by exceeding their expectations, encourage them to return.

A major project to upgrade the Group's shopping centre websites was completed in 2009. As well as being more attractive and easier to navigate, each centre's website now offers clear advice on transport, tenants, events and services. Again, added extras reflect the specific needs of visitors. The Vélizy 2 website, for instance, helps visitors plan their trip by using webcams to provide real-time information about traffic levels on the main roads leading to the centre.

The Welcome Attitude aims to appeal to all five senses. For example, music is used to create a relaxing ambiance and high-quality materials are used to add texture and interest. The Group also commissions imposing, eye-catching "wow" effects, such as green walls and original sculptures from contemporary artists. In 2009, the popular Swedish artist Ernst Billgren created huge paintings for the façade of Forum Nacka, while two French artists – Vincent Leroy and Pascal Haudressy – produced the eye-catching "Nuage de fibres" and "Lipstick" installations at Docks Vauban. Finally, each centre organises a full programme of events and marketing campaigns to attract visitors and create a unique and constantly-updated retail experience. Examples range from regular children's clubs during school holidays to one-off exhibitions in association with museums, schools or local charities.

Lipstick, by Pascal Haudressy



Donauzentrum project / Vienna

An attractive development pipeline

Stable, long-term growth depends not only on optimising day-to-day operations through leasing, marketing and customer services, but also on adding new capacity through acquisitions, the expansion of existing centres or the development of entirely new assets.

New deliveries in 2009

Three major projects were delivered during 2009: Docks 76, Docks Vauban and the Cnit, all of which are located in France. Following an extensive renovation, the Cnit has regained its sense of purpose and its position at the heart of La Défense, Europe's largest business district. Docks 76 in Rouen (37,700 m^2) and Docks Vauban in Le Havre (54,500 m^2) are excellent examples of how ambitious urban redevelopment projects can bring life back to former industrial areas. Both sites offered outstanding potential in terms of location, heritage, culture and access. The new centres take full advantage of the waterfront locations, exceptional volumes and traditional architecture of the original warehouses. They form part of larger mixed-use developments which combine housing, workplaces, leisure complexes and cultural centres. This contributes to the stability and reliability of the core catchment area.

A number of local authorities have shown interest in "Vie en ville", the Group's turnkey concept for urban mixed-use developments. This visionary concept was researched and developed in 2008 as a response to the complex issues of downtown urban redevelopment.

Work on fully contracted projects, notably the extension to the Donauzentrum shopping centre in Austria and the construction of Lyon Confluence in France, continued as planned. The Donauzentrum extension is scheduled to open in late 2010 while Lyon Confluence will be delivered in 2011. The Tour Oxygène, a 115-metre high skyscraper alongside the Group's Part-Dieu shopping centre in Lyon, will be delivered in the second half of 2010.

Sustainable development

The Group pays close attention to sustainability issues during the development process. Across Europe, BREEAM* methodology is used to assess the environmental performance of all of Unibail-Rodamco's development projects and identify ways in which the global carbon footprint of the building, including CO_2 emissions associated with transport, can be reduced. Docks 76 received Europe's first BREEAM Retail Europe certificate in recognition of the attention paid to environmental issues during its design and construction.

In the pipeline

The Group has a significant pipeline of potential development and investment projects. Decisions to develop new projects are, like decisions to acquire or divest existing assets, subject to return criteria. These criteria were reviewed and adapted in 2009 to reflect the prevailing economic climate and ensure that the Group met its targeted returns on investment despite lower rent assumptions and a more conservative financial approach. A few small projects were dropped and the design, efficiency, economics and legal conditions of key development projects were redefined.

During 2010, construction will be launched for a number of projects, including a retail and office project in Levallois, the Majunga skyscraper in the La Défense business district outside Paris, and a project to extend Täby Centrum in Stockholm. Development work on the Mall of Scandinavia (94,500 m^2 GLA) in Stockholm and Aéroville (66,000 m^2 GLA) in Roissy-Charles-de-Gaulle will move closer to execution, while the landmark projects of Phare (La Défense) and Triangle (Paris) will progress into the zoning and building permits phase.

**The Building Research Establishment Environmental Assessment Method (BREEAM) is the world's most widely used sustainable construction certification.*

Cnit / La Défense

"Even in the downwards phase of an economic cycle, a focused pure real estate player can create significant value through development. Unibail-Rodamco continued to pursue its development objectives in 2009, maintaining a rigorous, self-disciplined approach to project financing, implementing strict cost management throughout the design and construction phases, and carefully positioning projects to anticipate and exceed tenants' expectations.

For example, the attention to detail that characterised the renovation of the Cnit enabled the Group to lease the retail and office spaces in line with market rates despite tough economic conditions. The Cnit is a major landmark of La Défense and a listed masterpiece of post-war engineering and architecture. It is also an emblematic building for Unibail-Rodamco as the only asset in the portfolio to host all three activities (retail, office and convention & exhibition) under one roof. As well as showcasing the Group's attention to retail differentiation, architecture and customer service, the Cnit stands as a symbol of the quality, synergies and excellence that Unibail-Rodamco aims to achieve through its development programmes."

Bertrand Julien-Laferrière, Chief Development Officer

Inauguration, Cnit / La Défense

"It is hard to describe the funding market in 2009 in a single way, as the difference between the start and the end of the year in terms of liquidity, cost, confidence and the number of transactions could not have been more pronounced.
The Group's size, stability and reputation for conservative financial management enabled it to benefit from the recovery in the financial markets during 2009, particularly the increased liquidity of the bond market.
Throughout the year, Unibail-Rodamco has been an active and pro-active player. The Group's good credit standing and excellent relationships enabled it to achieve a number of notable successes."

Peter van Rossum, Chief Financial Officer

Financial firepower for future growth

Unibail-Rodamco has become one of the largest commercial real estate companies in the world on the back of its conservative financing structure, sustainable levels of cash flow, strong balance sheet, and ongoing access to a range of funding sources.

An active asset management policy

Assets worth €727 million were disposed of during the course of 2009. A number of office buildings in France were sold, while the Dutch portfolio was fine-tuned with the divestment of offices and mid-sized, mature high-street shops, again at attractive prices. The Group's ability to sell these assets at or above their last appraised value in the market of 2009 demonstrates both the fundamental quality of the portfolio and the investment team's pro-active response to market demand for assets which are not core to the Group's strategy.

Few investment opportunities arose that matched the Group's strategic requirements. Unibail-Rodamco is not interested in acquiring bond-like or over-rented assets that offer limited potential in terms of redevelopment, re-tenanting or repositioning. A number of minor investments were made to reinforce the Group's position in certain prime centres. For example, the Group exercised an option on La Maquinista with a view to launching an extension project in 2010.

It is expected that the financial crisis will continue to weigh on the real estate sector during 2010. As a consequence, several companies or funds could find themselves obliged to sell prime assets which would not usually come to market, or might choose to refocus their strategy on geographic or sector priorities. The Group's financial firepower means that it is well placed to take advantage of any suitable opportunities that arise.

A confident performance on the financial markets

The financial markets started 2009 where they left off at end 2008: low liquidity, high borrowing costs, reluctant banks, and no bond issues for real estate companies in continental Europe. Sharp price corrections for real estate assets and limited liquidity on the investment market obliged many real estate investment companies to issue equity, mostly in the form of deeply discounted rights issues, in order to restore their balance sheet and stay within their covenants.

Unibail-Rodamco has been well protected by its strong balance sheet and conservative financing levels. Despite a difficult environment characterised by Unibail-Rodamco's Credit Default Swap (CDS) spreads standing at 520 basis points early in 2009, the Group's creditworthiness gave it continued access to various sources of funding, including bank loans, the convertible bond market and the bond market. In the first half of 2009, the Group mainly relied on the bank market, which offered the most attractive conditions, and raised €575 million of loans in a very constrained market.

In April 2009, Unibail-Rodamco benefited from the reopening of the convertible bond market to issue an ORNANE*. This bond repays the principal amount in cash and the premium over the conversion price in shares, limiting the dilution effect. With a conversion premium of 30%, full dividend protection and a 5.7-year maturity, the issue was nine times oversubscribed and priced at a coupon of just 3.5% for an amount of €575 million. After this successful issue, the Group's CDS spread almost instantaneously dropped to 250 bps.

Later in the year, with the improvement of the bond market and a further decrease in CDS levels, the Group issued a few regular bonds through private placements in August and September. A benchmark €500 million plain vanilla public bond was issued in September at a coupon of 4.625% and a 7-year maturity. This bond, the first placed by a European listed real estate company since 2006, clearly demonstrated appetite in the investor market and renewed confidence in the sector and in the quality of the Group.

In total, the Group attracted €2.1 billion of new debt during 2009, ending the year with a CDS spread of just 70 basis points and €3.5 billion of undrawn funds.

**Net share settled bonds convertible into new and/or existing shares of Unibail-Rodamco*

Talented, motivated teams

The hard work and dedication of Unibail-Rodamco's employees was central to the Group's ability to return solid results in 2009, despite the adverse economic conditions that prevailed. With just 1,717 employees to optimise the value of assets worth €22.3 billion across twelve countries, it is important that every member of staff is fully engaged and highly skilled. The Group devotes considerable resources to training and human resources management in order to provide employees with a fulfilling, motivating work environment and, by extension, create value for shareholders.

Acquiring essential skills and experience

Investment, development and operational deals at Unibail-Rodamco regularly run into millions of euros and involve multi-year contracts. All of the Group's human resources policies are aimed at providing personnel with the skills, experience and confidence they require to take sound decisions when faced with complex situations, major assets and large sums of money.

Unibail-Rodamco's ability to recruit, train, manage and motivate its employees directly affects the performance of the asset portfolio. The Group management team believes that ongoing value creation is only possible when it is anchored in a culture of close teamwork and multidisciplinary expertise. Internal mobility between the Group's core disciplines is strongly encouraged. As well as helping to build in-house networks, this approach provides employees with an in-depth understanding of technical processes and business priorities at different stages in the asset lifecycle.

In line with its commitment to develop and retain talented people by giving them opportunities to build challenging, motivating and varied careers, the Group is also developing a culture of international mobility. Eighteen employees were expatriated at the end of December 2009. During 2009, the Group recruited seventeen international employees to positions outside their country of origin.

Unibail-Rodamco Academy

Whether it is recruiting young graduates or more experienced staff, the Group always aims to hire the best candidate for the position. To ensure that a candidate's suitability for a given position is assessed solely on the basis of his or her professional capacities, the Group requests anonymous CVs during the recruitment process. **In 2009, the Group formalised its commitment to diversity and non-discrimination by signing the Diversity and Disability in the Workplace charters.** Although these charters are specific to France, the Group aims to apply the same high standards in all of its regions.

"Unibail-Rodamco aims to provide its teams with the skills, resources and support they require to work effectively and achieve their career goals. This long-standing commitment to training, networking and internal mobility demonstrated its value during 2009, when the dedication and talent of Unibail-Rodamco's personnel enabled the Group to return solid results in a particularly challenging, complex economic climate.
Investing heavily in career management and skills acquisition and providing a varied, interesting working environment creates motivation and job satisfaction. Furthermore, the fact that Unibail-Rodamco's activities cover all aspects of commercial real estate ensures plentiful opportunities for professional development, with accelerated acquisition of experience in everything from developing landmark buildings and driving major financial deals, to optimising assets that welcome millions of people every year."

Catherine Pourre, Chief Resources Officer

Training for all

The Group has developed an accelerated learning and networking process for young graduates in their first professional role. The European Graduate Programme (EGP) is a year-long programme during which participants work in at least two countries and undertake three different missions. The breadth and depth of the EGP experience means that there is fierce competition for places. Twenty young graduates from eight different countries were recruited through the programme in 2009. The Corporate HR department is expanding the EGP to transform it into the main access point for all young graduates who apply to the Group in key functions.

Formal training is provided through the Unibail-Rodamco Academy. The Academy, which is based at the corporate headquarters in Paris and trains employees from all regions, provides opportunities to learn, challenge received ideas, share best practices, and develop business networks. It capitalises on the huge reservoir of knowledge that exists in-house by relying on the Group's experienced managers to deliver the majority of its courses.

In 2009, the Academy organised 131 training sessions and delivered a total of 7,420 hours of training to 1,490 employees. A further 25,562 hours of training was delivered at regional level, bringing the total number of hours of training provided across the Group to 32,982. In 2010, new management and project management programmes will be launched and the catalogue of courses for leasing managers and shopping centre managers will be enriched. An intensive, 10-day induction process for EGP participants will also be introduced.

Career management, evaluation and remuneration

The Group's evaluation and remuneration policies are designed to motivate employees and reward them for their efforts. Career development is supported by a 360° review process which incorporates bi-annual hierarchical evaluations and annual functional and peer evaluations. The results are fed into the Group-wide talent review committees which set performance-related pay and salary increases. Employees receive feedback on their progress and help with identifying development needs and professional goals.

The remuneration policy aims to encourage long-term performance as well as immediate results. Performance-related bonuses are used to recognise the contribution made by individual employees to the success of their department and the wider Group. Stock options, which are subject to performance conditions, are offered to high-potential staff, key managers and outstanding employees. In 2009, approximately 18% of staff benefited from the stock option plan. More than 83% of eligible employees in France are also shareholders in Unibail-Rodamco through the Company Savings Plan (PEE), a clear demonstration of their commitment to and confidence in the Group.

Unibail-Rodamco headquarters / Paris

Unibail-Rodamco headquarters / Paris

Dialogue and team-building

In June, the 3rd annual management convention brought 200 managers together in Stockholm for two days of networking and information-sharing.

A European Employees' Committee (EEC) was elected following the Group's transformation into a European company (Societas Europaea) in May 2009. The EEC meets twice a year to discuss the Group's general operations and financial situation. It must be consulted prior to the implementation of any measures that would substantially affect the interests of employees in two or more countries and is responsible for representing employees' interests to management in discussions of issues with a European dimension. The EEC is also tasked with building closer relations between the Group's employees by bringing them together through recreational, sporting and/or cultural events.

Employees: a key stakeholder

Employees are a key stakeholder in the Group's sustainability strategy. Please consult the **2009 Corporate Sustainability Report** for further information on human resources policies and activities as well as a detailed review of Unibail-Rodamco's **environmental and social performance.**

Regional Review

SHOPPING CENTRES

Unibail-Rodamco is continental Europe's leading owner and operator of large shopping centres. These assets are attractive to top-flight retailers not only because of their size, positioning and central locations in major European cities, but also because the Group's pro-active property management strategy increases footfall and turnover.

Unibail-Rodamco believes that large shopping centres offer customers the most complete retail mix and the most attractive services and, as such, are the best placed to perform in a competitive retail environment. Almost three-quarters of the Group's shopping centres receive more than seven million visits per year. The quality and reach of this property portfolio enables Unibail-Rodamco to attract premium retailers and provide national and international players with a reliable, proven platform for expansion. An active retail intelligence strategy and close cooperation with established and up-and-coming brands is central to the Group's ability to offer its customers an appealing, differentiated shopping experience.

NETHERLANDS

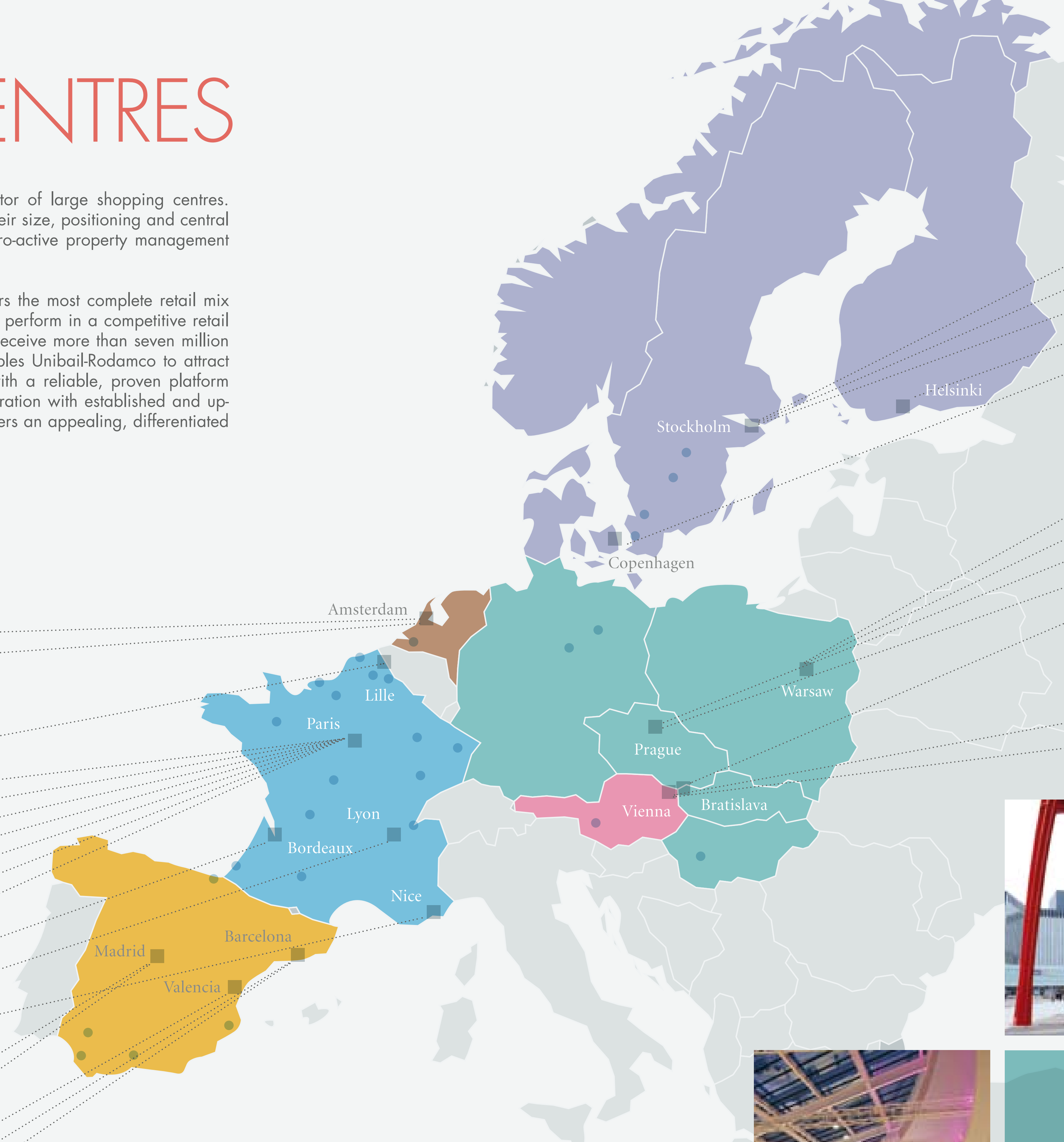
Stadshart Amstelveen, 8.2 million visits
Citymall 036, 10.1 million visits

FRANCE

Villeneuve 2, 12.1 million visits
Les Quatre Temps, 40.1 million visits
Parly 2, 13.7 million visits
Vélizy 2, 16.2 million visits
Carré Sénart, 14.3 million visits
Rosny 2, 15 million visits
Le Forum des Halles, 42.7 million visits
Le Carrousel du Louvre, 9 million visits
Meriadeck, 13.6 million visits
Lyon Part-Dieu, 29.4 million visits
Nice Etoile, 12 million visits

SPAIN

La Vaguada, 24.7 million visits
Parquesur, 16.3 million visits
Bonaire, 9.5 million visits
La Maquinista, 14.7 million visits
Glòries, 11.4 million visits



NORDIC COUNTRIES

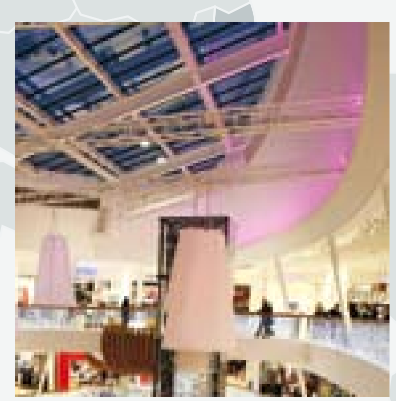
Täby Centrum, 9.8 million visits
Forum Nacka, 5.3 million visits
Solna Centrum, 6.8 million visits
Jumbo, 8.8 million visits
Fisketorvet, 7.7 million visits

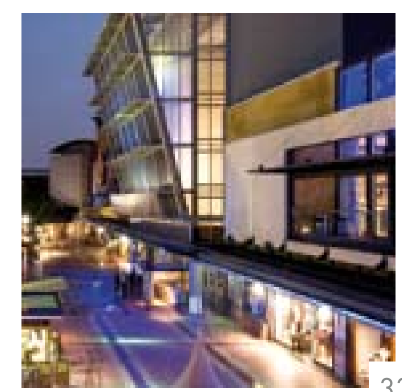
CENTRAL EUROPE

Galeria Mokotow, 12 million visits
Zlote Tarasy, 19.7 million visits
Centrum Chodov, 12.6 million visits
Cerny Most, 10.6 million visits
Aupark, 12.7 million visits

AUSTRIA

Shopping City Süd, 23.5 million visits
Donauzentrum, 19.8 million visits





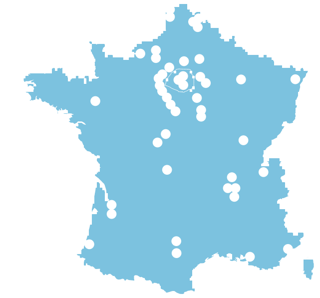
Interactive play area / Docks 76

Docks Vauban / Le Havre

"2009 was the year of innovation and differentiation. High-profile international retailers, such as Apple and Desigual, and original marketing concepts, like the Lucky Bag, have met with great success."

Jean-Marie Tritant, Managing Director Retail France

FRANCE



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shopping centres

Innovation mattered more than ever in 2009. French customers were particularly receptive to brands, retail concepts and marketing events that were new, original and offered the right balance between quality and price. Naturally, the unfavourable economic context and unemployment rate had an effect on footfall (-1.0%) and sales (-2.2%), but the Group's ability to offer the most desirable retailers in relaxing, welcoming surroundings softened the impact and enabled it to outperform the market. The CNCC footfall index, for example, showed a decline in footfall of -3.7% nationally.

Retail innovation

In a context where customers were seeking originality and adopting a "values"-driven approach to purchasing, the Group's active tenant rotation policy and ability to attract premium international retailers were particularly significant. Exclusive brands like MAC, G-Star, Desigual and HEMA signed leases in Unibail-Rodamco's large Parisian centres. Mariage Frères and Bel Air, two prestigious French retailers which are typically found in upscale high street locations, also decided to open their first shopping centre stores with Unibail-Rodamco, having realised that the Group's centres provide excellent access to high quality catchment areas and reliable customer flows. In November, the first Apple Store in France opened at the Carrousel du Louvre. 27,000 people crossed the threshold during the first three days, making this one of the most successful store openings in Apple's history. The Group welcomed two branches of Arteum, which aims to bring art and culture within everyone's reach and was the winner of the 2009 edition of the Grand Prize for Young Retail Entrepreneurs. Changes in French trading laws enabled the Cnit and Les Quatre Temps to further boost their footfall and sales figures by becoming the only major shopping centres in the Paris region to offer year-round Sunday opening.

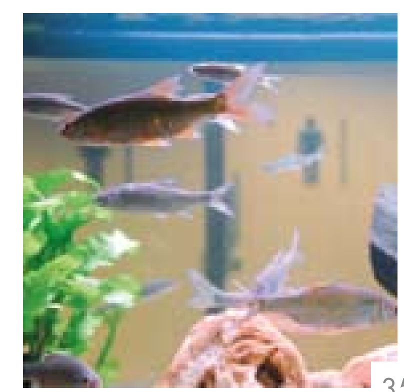
Marketing, events and customer services

Throughout the year, marketing campaigns and events provided additional colour and interest for visitors. Limited-edition "Lucky Bags" were snapped up by Christmas shoppers at Les Quatre Temps. Inspired by a Japanese tradition, this concept provides the perfect combination of originality, quality products and great value. More than 85,000 booklets of vouchers giving special rates with the Group's retailers were distributed during the "back to school" period. These campaigns had a positive impact on footfall and sales.

The latest version of the Welcome Attitude has now been implemented in numerous French shopping centres and supplemented by asset-specific experiences. For example, Lyon Part-Dieu opened Les Terrasses, a new take on shopping centre dining which offers affordable concepts from prestigious names such as Paul Bocuse and Le Paradis du Fruit, the latter featuring a new design by Starck. The Forum des Halles introduced another innovation in the form of "cocottes", interactive touch-screen maps that give customers precise instructions to help them reach their destination, whether it's a shop, the metro or a nearby landmark. The terminal can also text the itinerary to a mobile phone.

The newly-renovated retail space in the Cnit hosted an interactive exhibition based on the work of Alexander Calder. This event, which enabled children to explore Calder's art, sculptures and mobiles through hands-on workshops, had previously enjoyed a hugely successful residence at the Centre Pompidou in Paris. Docks Vauban hosted "Abysses", a remarkable display of deep-sea creatures that has toured some of the world's finest museums. Both of these events are excellent examples of the pains taken to align events programmes with the positioning of the Group's centres, to make art and culture available to the greatest number, and to make Unibail-Rodamco shopping centres a destination for leisure, pleasure and socialising.

Unibail-Rodamco France opened Docks 76 in Rouen and Docks Vauban in Le Havre in 2009. Both centres have a maritime theme, in keeping with their waterside locations. They have brought a wealth of new retail options to local inhabitants. For example, Docks Vauban hosts Le Havre's first branches of H&M, Saturn, La Grande Récré, G Star, Quiksilver, Levi's, Du Pareil au Même and New Yorker, to name but a few.



NETHERLANDS

Citymall 036 / Almere

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shopping centres

For Unibail-Rodamco in the Netherlands, 2009 will be remembered as a year of renewal and invention. The Group continued to dispose of non-strategic assets, and improved its operational capacities by introducing sales-based rent contracts and footfall counting equipment.

Improving data collection

Unemployment rates in the Netherlands are among the lowest in the Euro zone (5%). Nevertheless, retail sales declined by around -5% and consumer confidence remains weak. The Group is implementing systems to gather sales data which will make it easier to compare sales and footfall in Unibail-Rodamco shopping centres with national trends and to monitor tenants' performance more closely. In 2009, the first sales-based rent contracts were signed. This process will continue in 2010.

Re-tenanting and repositioning

There is continued strong demand in the Netherlands for retail space in prime assets in the best locations. A number of new concepts and international retailers signed leases for the Group's centres during 2009. For example, Amstelveen welcomed The Sting, a Dutch fashion brand which is expanding across Europe, by transforming a set of offices and a bank branch into a 1,500 m² retail unit. Media Markt, another major international player, expanded its presence in Almere by 700 m². Brand New arrived in Amstelveen, attracting high levels of media coverage and increasing retail differentiation for the centre. This highly original store concept provides a commercial platform for a wide variety of clients, renewing its look and concept every three or four weeks. A second unit will open in the Lijnbaan shopping precinct in Rotterdam in 2010.

A number of offices, small and mid-sized shopping centres and high-street shops were divested as part of the ongoing process to restructure and fine-tune the Dutch portfolio. These assets were sold above their last appraised value for a total of €412 million. This was a significant achievement given the difficult conditions that prevailed in 2009.

Welcome Attitude, marketing and customer events

The Welcome Attitude was implemented in the Stadshart Amstelveen, Roselaar, Vier Meren and Citymall 036 (formerly Stadshart Almere) shopping centres during 2009 and will be introduced to Stadshart Zoetermeer, Leidsenhage and Piazza centres during 2010. Tenants and customers alike have provided very positive feedback on the difference in terms of atmosphere and customer experience. This is a particularly important step because the Netherlands has, traditionally, been a bastion of high street shopping. Improving access, customer services and events programmes and communicating on these issues is central to changing consumers' habits and consolidating their image of shopping centres as the third "place to be" alongside the home and the office.

The Group stepped up its marketing and communication campaigns to support footfall and sales. One of the most successful events was a two-day Japan-fest to celebrate 400 years of trade between Japan and the Netherlands. Amstelveen welcomed sumo wrestlers, martial arts experts, traditional drummers and samurai swordsmen, as well as sushi chefs who created Europe's longest sushi roll. This event saw footfall rise by 50% compared to other shopping Sundays in 2009.

A cheeky guerrilla advertising campaign in the heart of Amsterdam drew attention to the Welcome Attitude makeover of Amstelveen and the launch of the centre's new website. A "house warming" weekend was organised to encourage visitors to discover the changes, which include improved parking, signage, toilets, information stands and relaxation areas.

"The performance of Unibail-Rodamco's Dutch assets in 2009 confirmed the relevance of the Group's strategy, particularly the decision to streamline and re-centre the portfolio on large, high-quality shopping centres."

Hans Vermeeren, Managing Director Netherlands

NORDIC COUNTRIES

The Nordic Countries have weathered the economic crisis reasonably well compared to the rest of Europe. Although footfall was down slightly across the board, sales rose by 3.9%. In Sweden, sales rose by 6.2%, driven by the success of Forum Nacka and an increase in the size of the average basket. Conditions have been much tougher in Denmark and Finland, but the Group's assets have outperformed competitors' assets and national indexes in terms of sales and footfall.

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Interest from retailers is picking up, which bodes well for the launch in early 2010 of pre-leasing for new development projects. Unibail-Rodamco continues to provide an outstanding platform for retailers looking to enter Stockholm, a city which is home to a fifth of the Swedish population and benefits from elevated levels of disposable income. Two prime cross-border retailers, Monki and Motivi, signed leases for Fisketorvet (Denmark).

Marketing & events

With customers planning their shopping trips and their purchases particularly carefully in 2009, it was more important than ever that Unibail-Rodamco centres were their first-choice retail destination. The Welcome Attitude received a very positive reception from retailers and customers in the five centres where it was rolled out: Tyresö, Haninge, Väsby, Täby and Solna. The Welcome Attitude will be integral to the refurbishment of Fisketorvet, which is currently underway.

The Group also worked to attract customers and support retailers through a comprehensive, imaginative programme of events and entertainment. For example, popular Swedish artist Ernst Billgren was commissioned to paint a series of large pictures representing the four seasons for the façade of Forum Nacka. The paintings, in his trademark, otherworldly style, created a major buzz in the Swedish press. Haninge and Väsby hosted highly original auctions: customers used paper money they earned by spending real money in the centre to bid for products donated by retailers. An interactive advent calendar on Täby Centrum's website enabled visitors to create Christmas present wish lists featuring products from Täby's retailers, then share the information with friends through email or Facebook. It is estimated that 2 million people received information about Täby and its tenants as a result of this peer-to-peer initiative.

A framework for long-term growth

Substantial progress was made during 2009 on a number of development, extension and renovation projects. The Group is ready to launch the Mall of Scandinavia project in 2010, and the decision has been taken to invest in a project to refurbish and extend Täby Centrum by 28,100 m². A major project is also being launched to upgrade and reposition Solna Centrum prior to the opening of the Mall of Scandinavia.

"The Group's focus on quality and customer comfort is recognised and appreciated: Täby Centrum has scored highest in a survey* of Stockholmers' favourite shopping centres every year since 2003. This year, Forum Nacka also features in the top three."

Lars Johansson, Managing Director Nordic Countries

** Source: ISI Wissing. Quantitative analysis of the attitudes of 1,000 people in the Stockholm area to a selection of 40 shopping centres.*

Solna Centrum / Stockholm

Forum Nacka was named "Scandinavian Shopping Centre of the Year" in April by the Nordic Council of Shopping Centres. As the jury explained, "Forum Nacka has all the ingredients of a successful centre, based on its interior architecture, low-energy lighting, decor, signage, parking facilities, and notable attention to the environment."

Forum Nacka / Stockholm

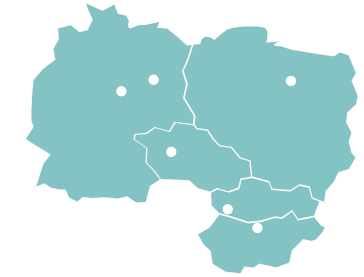
Zlote Tarasy / Warsaw

Centrum Chodov / Prague

Since it opened in 2000, Galeria Mokotów has established a reputation as Warsaw's leading fashion destination. The economic and technological development of the city has led to significant increases in purchasing power and a growing demand for fashion from the wealthy and upper middle-class clients in the centre's immediate catchment area.

CENTRAL EUROPE

The exceptional quality of the Group's Central European shopping centres in terms of size, location and positioning enabled them to resist the tough economic conditions of 2009. Poland performed particularly well, with sales and footfall up by 3.7% and 3.8% respectively compared to 2008. Although it is expected that the economic situation will remain challenging in 2010, the proven resilience of Unibail-Rodamco's portfolio enables the Group to face the year with confidence.



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shopping centres

Tenant rotation

The premium quality and unique positioning of the portfolio enabled Central Europe to end the year with all of its assets fully let, despite continued economic uncertainty and a more cautious approach from retailers. The Group continued to implement its active tenant rotation policy, with an average of 15-20 new retailers being introduced in each asset. For example, Patrizia Pepe and Tara Jarmon signed leases for Galeria Mokotów. This centre already hosts a wide range of luxury, world-class retailers, including Longchamp, Versace Collection, Max Mara, Escada Sport, Marella and Furla.

Events and marketing

Unibail-Rodamco has the strongest portfolio of shopping centres in Central Europe, and is the market leader in large, stable cities such as Prague and Warsaw. The Group's assets are supra-regional destinations that target very large catchment areas. To ensure that visitors continued to make the effort to travel to these assets and spend money with retailers despite the economic downturn, the Group ramped up its marketing and communication efforts in 2009 and hosted a variety of unique, attractive events.

For example, Zlote Tarasy hosted an open-air music festival. After-work shoppers and diners at the centre's restaurants were treated to live jazz, soul, R&B and funk music every evening. In April, the centre hosted the Fashion Designer Awards Gala. Young designers showcased their creations alongside the latest collections from some of the centre's tenants, including Wallis, Mango, Mexx, Aldo, Stefanel and Van Graaf. Footfall rose significantly during this event, which received extensive coverage in the press and on the television. Centrum Chodov hosted an entertaining, educational exhibition about outer space to celebrate the International Year of Astronomy, again with a positive impact on footfall. The Group's willingness to invest in premium footfall and customer-experience events of this kind is one of the many reasons that there is continued high demand from retailers for space in its centres.

Unibail-Rodamco disposed of its share in the Metropolis shopping centre in Moscow to re-centre its activities on the European Union and on assets where it can create value through operational management and strong market share.

"The strength and resilience of Unibail-Rodamco's portfolio in testing economic conditions has clearly demonstrated the relevance of the Group's focus on the quality of its assets and the quality of the customer experience."

Arnaud Burlin, Managing Director Central Europe

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shopping centres

AUSTRIA

Although Austria's GDP declined by around -3.5% over the course of the year, there was a relatively limited impact on both sales and footfall in the Group's shopping centres. Further improvements to the retail mix, new customer services, and an ongoing focus on original marketing and communications will enable the Austrian team to build on this solid performance during 2010 and beyond.

Attracting international retailers

A very active tenant rotation policy combined with a strategic focus on bringing more international retailers to Vienna saw the Group sign 146 leases for 37,500 m² GLA of existing assets, equivalent to about 20% of the whole portfolio. This provided significant positive rental uplift. The team has also successfully pre-let more than three-quarters of the new 27,500 m² extension to Donauzentrum, which is scheduled to open in October 2010. International brands that have signed leases for the Donauzentrum extension include Peek & Cloppenburg, Bestseller with Vero Moda and Jack & Jones, WE Fashion, L'Occitane, Calzedonia, Quiksilver, Marc O'Polo, and Bijou Brigitte.

Structural changes have been made to Shopping City Süd to create a dramatic 8,757 m² space for Van Graaf, which will open its high-end fashion flagship in March 2010. Bershka, an Inditex concept, is preparing to open its first store in Vienna in Shopping City Süd and Esprit has inaugurated a 1,200 m² flagship store.

The speciality leasing programme at Donauzentrum received a boost in October with the introduction of four new, mobile booths. This has increased the quality of the speciality leasing offering and enables the Group's short-term tenants to present their products in a high-quality environment.

Improving the customer experience

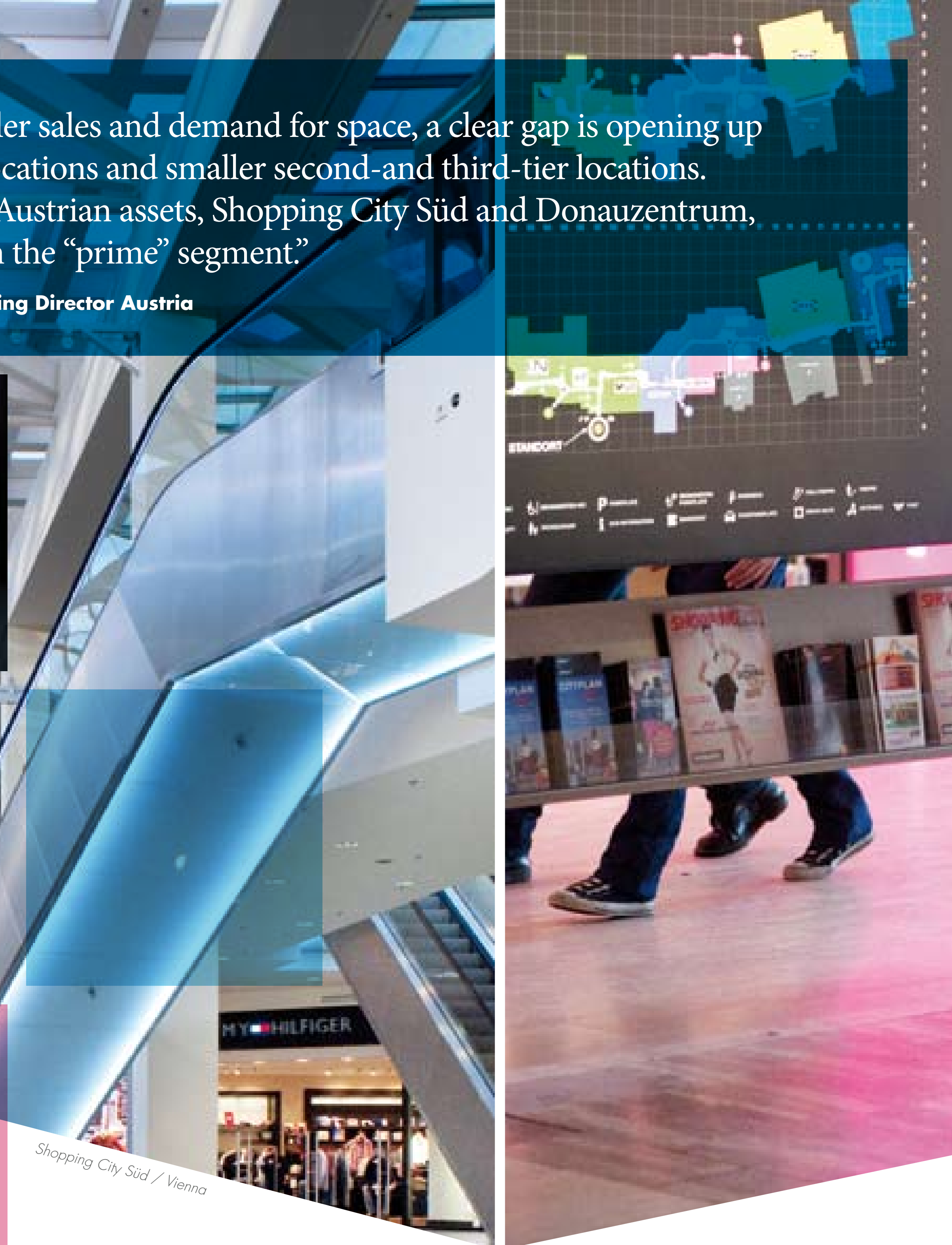
The Welcome Attitude was rolled out in both Shopping City Süd and Südpark in 2009 and will be introduced to Donauzentrum during 2010 as part of the extension/renovation programme. The signage in Shopping City Süd has been completely revamped to facilitate the customer journey around the centre, and a shopping guide has been produced to encourage customers to make the most of their visit. These improvements, which were launched in parallel with a major prize draw campaign, saw footfall in the centre rise by 9.8% from one month to the next. Donauzentrum and Shopping City Süd both also introduced a "personal shopper" service, again with a view to encouraging visitors to discover the full range of retail offerings and creating differentiation.

Generating traffic through marketing and communications

Unibail-Rodamco Austria's close ties with cultural and community events continued to enrich the centres' marketing and communication programmes and enhance the visitor experience. For example, all three centres co-sponsored the Elite Model Contest and held casting sessions for young hopefuls; Donauzentrum hosted a number of workshops as part of its sponsorship of the Vienna Spring Festival; and Shopping City Süd held a dance workshop and show for local students as part of its sponsorship of ImPulsTanz, Europe's top contemporary dance festival. Artist Klaus Rinke has been commissioned to produce a new work for the Donauzentrum extension.

"In terms of retailer sales and demand for space, a clear gap is opening up between prime locations and smaller second-and third-tier locations. The Group's key Austrian assets, Shopping City Süd and Donauzentrum, are leaders within the "prime" segment."

Markus Pichler, Managing Director Austria



Shopping City Süd / Vienna

The Group achieved a 14.3% like-for-like Net Rental Income growth in Shopping City Süd during 2009 and believes that it will be possible to capture further reversionary potential in 2010. These returns clearly demonstrate the relevance of the Group's investment strategy and validate the decision to acquire this massive asset in 2008.

Bonaire / Valencia

"In a difficult economic climate, management pro-activity and enhanced differentiation have been the key to capturing limited retailer demand and consumer spending."

Simon Orchard, Managing Director Spain

SPAIN

The economic situation in Spain continued to be very challenging in 2009, with unemployment up sharply and consumption contracting. The size and quality of the Group's assets, and its steady management approach, have enabled Unibail-Rodamco Spain to weather the storm and outperform its competitors. Retail spending and, in particular, footfall in Unibail-Rodamco's centres has been picking up during the last quarter amid indications that the economy is beginning to stabilise.

Resilience in a difficult environment

With the economic climate posing significant challenges to tenants and customers alike, Unibail-Rodamco intensified its focus on value creation through leasing differentiation, customer services, and marketing and communication events. These efforts enabled the Group to limit the decline in footfall (-2.0%) and retail sales (-6.1%) and outperform national indexes (-2.5% and -8.0% respectively). By closely monitoring the performance of its tenants, the Group has been able to limit bad debts, which are concentrated in smaller centres and stand at just 1.0%* for the region as a whole.

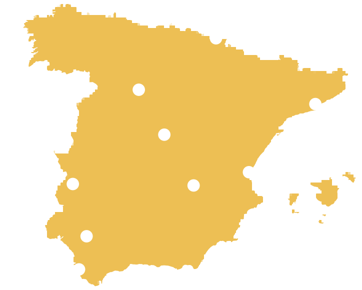
In addition, leasing activity was very high and MGR uplift remained positive in 2009. The size and quality of the asset portfolio enabled the Group to attract premium cross-border retailers such as Rituals, MBT, Deichmann, Aldo, Totto, Kiko, Jack & Jones, and G Star, all of which opened new stores in the portfolio. A number of key local retailers, such as Desigual, Blanco, Querol and Musgo, also expanded their presence.

Construction started on the 15,800 m² extension to La Maquinista, which will open in the first half of 2010. The Group continues to work closely with tenants to achieve win-win retail solutions. For example, several retailers were relocated at La Maquinista to create larger, more visible units, introduce a new anchor (Casa del Libro) and improve customer flows. At Vallsur, adjusting the size of the Eroski hypermarket created space for Valladolid's first Decat' store. In terms of speciality leasing, exclusive brands like Nespresso showed their appreciation for the positioning and high footfall levels of the Unibail-Rodamco portfolio by opening pop-up stores to market new concepts.

Marketing

The resilience of the Group's activities in Spain is testament not only to the size and quality of the portfolio, but also to the quality of its marketing and customer service approach. The Welcome Attitude, which has now been rolled out in all 14 assets, makes the Group's shopping centres particularly attractive as destinations, and plays an important role in gaining the confidence of new retailers. Throughout the year, highly focused marketing campaigns have helped to support footfall by attracting more visitors from secondary catchment areas.

*Doubtful debtors as a percentage of Gross Rental Income.



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shopping centres

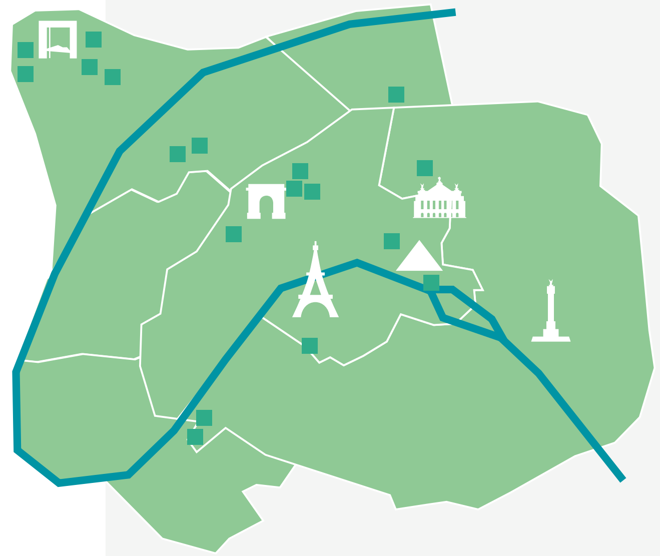
The newly-renovated Parquesur is a year-round destination that offers the perfect blend of shopping, leisure and socialising. The lake at the heart of the centre is being re-landscaped to ensure that the outside areas are just as appealing as the centre's welcoming interiors, while a new events programme will offer indoor and outdoor attractions in summer and winter.

OFFICES

Unibail-Rodamco's Offices division registered significant successes in 2009 despite a difficult economic climate which affected the commercial real estate industry across the continent. Like-for-like net rental income increased by 10.5% for the French office portfolio, while the vacancy rate fell to 4.3% on December 31, 2009, from 10.0% at year end 2008.

This performance was achieved in a context where the Paris Region market as a whole experienced a correction of around 10% for rental values and a slight increase in vacancy rates. The Group's ability to return solid results in challenging times proves the relevance of its investment and operating models, as well as the value of its long-term strategic focus on large, modern, efficient assets in prime locations.

79% of the Group's French office assets are located in the well-established business districts of central Paris and La Défense. The intrinsic qualities of these areas (centrality, easy access, etc.), combined with a low vacancy rate and a limited number of new, available buildings, mitigated the impact of the financial crisis in 2008 and continued to cushion them from the worst of the economic downturn in 2009. The situation in La Défense, in particular, is bolstered by an additional squeeze on the development pipeline due to the credit crisis, and by the launch of the "Grand Paris" project by the President of the French Republic. This ambitious transport and infrastructure investment plan for the region will further reinforce La Défense's position as the economic and financial heart of France by extending the "EOLE" regional express rail line and creating direct links with Roissy Charles-de-Gaulle airport and the European high-speed rail network.



Leasing

As a result, the Group was able to sign or renew leases on 84,663 m^2, equivalent to almost 20% of its office portfolio. This demonstrates the Group's ability to meet the requirements of large companies, which are rationalising and regrouping their operations in larger, more efficient buildings. For example, two very large, noteworthy deals were signed by the Group in La Défense during the year: 28,377 m^2 in Michelet-Galilée on a 9-year firm lease to a large industrial tenant, and 20,487 m^2 in the newly-refurbished Cnit to the SNCF (French railways) on a 9.5-year lease. The Tour Oxygène in Lyon, which will be delivered in April 2010, is now pre-let at 77% following the signature of an additional 5,300 m^2 to Ernst & Young.

A high-quality portfolio of attractive bond-like assets

The investment market was particularly badly affected by the 2008 financial crisis and the ensuing gridlock in global credit markets. Investment volumes were down by -39% year-on-year at December 31, 2009. However, the Parisian market, following that of London, showed signs of rapid recovery during the second half of the year as access to credit became easier and low interest rates increased the appeal of bond-like real-estate assets compared to government bonds and similar low-risk investments. Increasing demand for Grade A buildings from investors seeking long-term, secured cash-flows, and a general lack of such products on the market, led to pressure on yields and rising prices.

In that context, although the market was significantly reduced relative to previous years, Unibail-Rodamco continued to apply its portfolio rotation policy during 2009. The Group sold four assets in the Paris Region for a total of €301.9 million TAC* (12 Mail, 42 Iéna, 24 Villeneuve and 39-41 Cambon). At the same time, the Group acquired Le Sextant in the 15^{th} district of Paris for €59 million. This 13,300 m^2 office building is part of the Aquaboulevard complex.

*Total Cost of Acquisition

Majunga project / La Défense

Tour Oxygène / Lyon

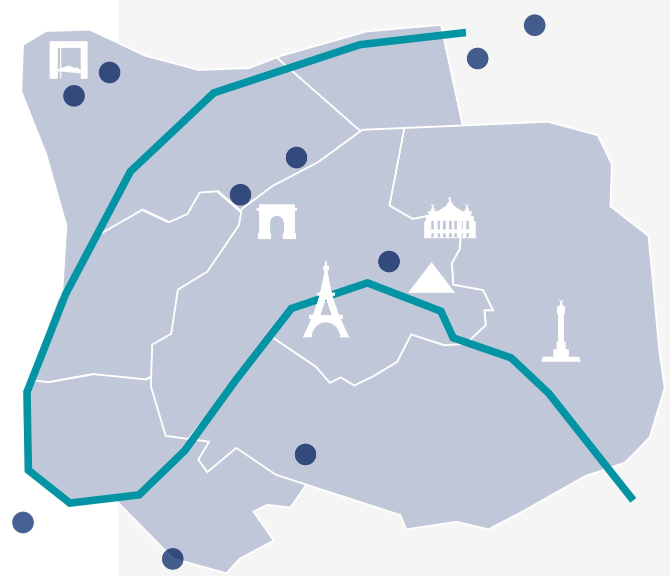
The Group is preparing to launch the Majunga project at La Défense, an area which has demonstrated its resilience in terms of both rental levels and vacancy rates. Majunga has been reassessed to meet stringent economic criteria and will be delivered at a time when both the economic recovery and the "Grand Paris" infrastructure projects should be well underway.

"The Group's strategic focus on large, high-quality offices in prime locations continues to bear fruit. Even in a deeply challenging financial, economic and investment environment, there are opportunities to generate value by adopting an opportunistic approach to each and every situation."

Olivier Bossard, Managing Director Offices France

CONVENTION & EXHIBITION

VIPARIS, Unibail-Rodamco's convention and exhibition division, benefits from world-class positioning, size, scale and flexibility. Though VIPARIS was not immune to the economic crisis, these key strengths enabled the Group to limit the effects on its 2009 performance.



The fact that exhibitions enable businesses to make direct contact with potential clients gives them a particular resilience during downturns. Exhibitors and visitors who need to cut their costs generally avoid pulling out of exhibitions altogether, preferring instead to reduce the size of their stand or cut spending on other marketing and sales channels, such as print advertising.

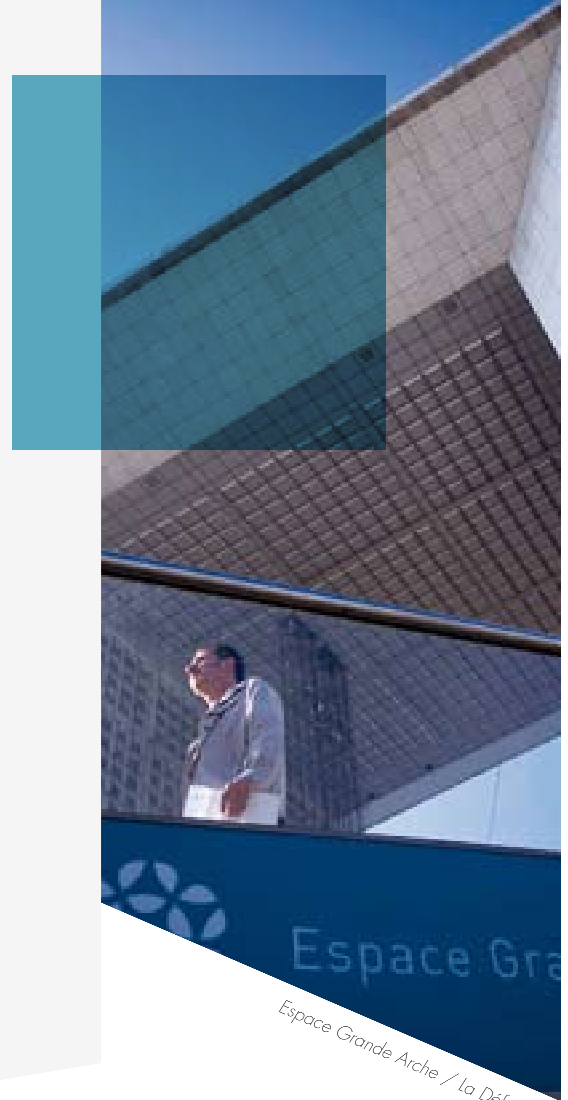
The number of exhibitors at VIPARIS' professional trade shows declined by around -4%. Even so, a number of exhibitions recorded significant increases in exhibitor numbers. In the professional sector, successful shows included Intermat, for the construction and building materials industry (+12%), Bedouk, for business tourism and event management (+15%), and Natexpo, a trade show for organic, fitness and health products (+20%). In the large public show sector, notable increases were recorded at Emploi public (+24%), Planète durable (+33%) and Le salon du bien-être (+6%), to name but three. Pre-letting for the 2010 exhibition programme is strong, with 92% of annual gross rental income signed at year end 2009.

Stable visitor numbers

In terms of overall visitor numbers, VIPARIS remained stable, although a distinction emerged between professional shows and large public shows. Footfall in the professional sector dropped by around -8%. Exhibitors are known to trim costs by sending fewer non-core staff to professional exhibitions, which reduces total visitor numbers but increases the proportion of decision-makers to "non-executive" participants.

Large public events, on the contrary, tend to benefit from higher visitor numbers during difficult economic periods as people have a greater interest in affordable, local sources of entertainment and information. Footfall at VIPARIS' large public events increased by 4%. Exhibitions which recorded significant increases in visitor numbers included Mondial du cirque (+25%), Emploi public (+33%), Planète durable (+22%) and Le salon du livre (+27%).

> "In 2009, economic tensions and the public health issue of H1N1 put exceptional pressure on customers. The resilience of the convention-exhibition activity, however, proves that it is the most relevant single media for generating business development, knowledge transfer and corporate momentum. The leading position of Paris on the international convention and events market clearly demonstrates the benefits of VIPARIS, just two years after it was created."
>
> **Renaud Hamaide, Managing Director Convention & Exhibition**



Espace Grande Arche / La Défense

Cnit / La Défense

A 36,000 m² extension to Paris Nord Villepinte will be delivered in the second half of 2010. Featuring natural light, solar heating and a "green" roof, this new space will be the first exhibition venue in France to benefit from HQE (High Environmental Quality) certification.

Two of the best performers (Mondial du cirque and Planète durable) were winners of the 2008 Expocréa competition, which was created by VIPARIS to reward and encourage the most inventive new public and professional exhibitions.

Speaking with one voice

The 2008 merger that created VIPARIS did more than bring together the convention and exhibition activities of Unibail-Rodamco and the Paris Chamber of Commerce and Industry (CCIP). It gave Paris the largest exhibition surface in the world*, as well as a unique platform that enables the city to provide a more efficient bidding, welcome and service policy for international prospects and compete effectively against other major convention-exhibition locations such as Frankfurt, Barcelona and Singapore. As a result, Paris has captured significant new business and regained its position as the world's leading destination for conferences**.

The Group has leveraged the strength and presence of VIPARIS to significantly improve the experience of professionals who are visiting the city to participate in conferences and exhibitions. For example, hostesses are on hand at the city's international airports and railway stations to welcome and inform participants, and shuttle buses transfer them directly to their convention-exhibition venue. 30,000 people used the shuttle service in 2009. According to a survey conducted during the Intermat exhibition, 98% intend to use this service again during their next visit. For visitors and exhibitors at professional shows, a concierge service provides help with hotel reservations, translations, tourist information and so on. Further improvements, such as pre-event e-newsletters and access to VIP lounges at the airport for departing visitors, should be introduced in 2010. In 2009, the "Welcome Pack" approach was rolled out to 36 exhibitions and 6 conferences.

** European Major Exhibition Centres Association (EMECA) Report 2008.*
*** International Congress and Convention Association (ICCA).*

Portfolio, Legal & Financial

FRANCE: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

Shopping centres in the Paris Region	GLA of the whole complex (m^2)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the owning companies (m^2) property	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m^2)
Les Quatre Temps (La Défense) Auchan, Castorama, C&A, 26 MSU, 208 shops, a cinema complex	130,000	6,500[4]	5.2	40.1	824.1	1992/95 1999	1981 R 2006/08	125,700	53%	100%	125,700
Vélizy 2 Auchan, C&A, FNAC, Le Printemps and 11 MSU, 153 shops and 7 cinemas Truffaut, Amarine	104,200	6,915	2.5	16.2	813.5	1994 2007	R 2005/07	67,200	100%	100%	67,200
Parly 2 21 MSU (o/w Printemps, Fnac, BHV, Habitat, Truffaut, Darty) and 172 shops	107,000	5,050	1.6	13.7	618.7		1969/87	45,800	100%	100%	45,800
Rosny 2 Carrefour, BHV, Darty, FNAC, Go Sport 181 shops o/w 24 MSU	106,000	5,950	4.0	15.0	619.2	1994 2001	1973 R 1997	31,800 17,300	26% 100%	26% 100%	8,300 17,300
Carré Sénart Carrefour, 1 shopping park, 15 MSU, 115 shops, 4 restaurants, 1 Bowling	94,700	5,260	1.2	14.3	397.5	1994/99	2002 2006/07	81,300	100%	100%	81,300
Le Forum des Halles (Paris 1er) FNAC, 18 MSU and 135 shops, 1 UGC Ciné Cité, 1 UGC Orient Express	60,000	2,100	5.6	42.7	522.1	1994	1979/86 R 1996	60,000	65%	100%	60,000
Ulis 2 Carrefour, Darty, Go Sport, 102 shops o/w 9 MSU 4 cinemas, 4 restaurants	51,500	3,200[4]	0.6	6.3	307.2	1994	1973 R 1998/99	22,700	100%	100%	22,700
Coté Seine (Argenteuil) Géant Casino, 56 shops o/w 7 MSU (o/w H&M, Maisons du Monde, La Grande Récré)	29,000	1,350[4]	2.2	5.6	91.8	2003	2002	14,600	100%	100%	14,600
CNIT (Shopping arcade - La Défense) FNAC, Decathlon, Monoprix, Habitat, 29 shops and a restaurant area	27,000	1,136	5.2	8.3	116.8	1999	1989 E 2009	27,000	100%	100%	27,000
Bobigny 2 Atac, 53 shops o/w 6 MSU	27,000	1,100	4.0	2.4	57.6	2004	1974	8,000	100%	100%	8,000
Vélizy Usines Center 1 MSU (Jouetland) + 131 shops (o/w Gerard Darel, Ventilo, Quiksilver, Hygena, Le Coq Sportif)	20,500	1,200	7.4	1.5	81.8	2005		20,500	100%	100%	20,500
Boutiques Palais des Congrès (Paris 17e) Galerie Gourmande, Les Éditions du Palais, Palais Maillot, 4 MSU, 1 Cinema and 70 shops	17,800	1,600[4]	4.9	8.4	100.7	2008		17,800	50%	100%	17,800
Galerie Gaîté (Paris 15e) 19 shops o/w 5 MSU (Darty, Go Sport, Hygena, Tati, Marionnaud), 1 Bowling	14,000	1,992[1]	3.4	8.6	62.7	1998	1976 R 2000/01	13,000	100%	100%	13,000
Carrousel du Louvre (Paris 1er) 4 MSU, 32 shops and a food court	11,600	700[2][4]	6.0	9.0	45.2	1999	1993 / R 2009	11,600	100%	100%	11,600
Sub-total Shopping centres in the Paris Region											**540,800**

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Units.
(1) Gaîté-Montparnasse car parks are shared between Meridien hotel, Gaîté shopping gallery and office.
(2) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition spaces.
(3) Accounted for under the equity method.
(4) Car parks not owned by Unibail-Rodamco.

FRANCE: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

Shopping centres in the French Provinces	GLA of the whole complex (m^2)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the owning companies (m^2) property	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m^2)
Lyon La Part Dieu Carrefour, Galeries Lafayette, Décathlon, C&A, BHV, 30 MSU, 195 shops and 14 screen UGC cinema Complex.	111,500	4,200	1.4	29.4	700.5	2004	1975 R 2001/02 C2009	70,800	100%	100%	70,800
Calais Cité Europe - L'Usine Côte d'Opale Carrefour, Tesco, C&A, Bowling, Toy's R Us 15 MSU and 110 shops 54 factory outlets	86,400	5,100	0.5	7.3	242.6	1995	1995 2003	50,800 13,400	50% 100%	50% 100%	25,400 13,400
Euralille[3] Carrefour, Go Sport, Zara 115 shops o/w 14 MSU	67,000	2,900[4]	1.4	11.5	209.1	1994	1994	43,100	40%	n.a.	n.a.
Le Havre Docks Vauban 10 MSU, 34 shops, 1 cinema	59,400	2,000[4]	0.3	n.a.	n.a.		2009	59,400	100%	100%	59,400
Dijon La Toison d'Or Carrefour, Saturn, Darty, Go Sport 123 shops o/w 17 MSU	58,600	3,540	0.3	7.0	346.4	1994	1990	33,000	100%	100%	33,000
Villeneuve 2 Auchan, Furet du Nord, H&M 135 shops o/w 9 MSU	57,000	3,250	1.6	12.1	437.3		1977 R 2004/06	32,700	100%	100%	32,700
Toulouse Labège 2 Carrefour, C&A, 114 shops o/w 8 MSU	47,900	3,310	0.8	6.0	307.6	1994 2006	1983/92 E 2008	21,600	100%	100%	21,600
Rouen Saint Sever Leclerc, 86 shops (o/w Go Sport, UGC, Cool Cat, La Grande Récré)	43,000	1,800	0.5	10.5	152.1		1978/02	34,300	100%	100%	34,300
Bordeaux Meriadeck - Passages Meriadeck Auchan, 7 MSU and 83 shops	42,200	1,670[4]	0.8	13.6	209.2	1994	1980 R 2000 / E 2008	27,000 7,400	61% 100%	100% 100%	27,000 7,400
Bayonne BAB 2 Carrefour, C&A, H&M 85 shops o/w 4 MSU	42,000	2,500	0.2	6.1	225.3	1994	1982 E 2009	14,000	100%	100%	14,000
Rouen Docks 76 Monoprix, 6 MSU, 65 shops, 1 cinema	37,700	1,000	0.7	n.a.	n.a.		2009	37,700	100%	100%	37,700
Rennes Alma Carrefour, Printemps, 4 MSU and 60 shops	37,500	2,670	0.6	5.7	206.5	2005 2007	1971 R 1990	21,100	100%	100%	21,100
Châlons Croix Dampierre Carrefour, C&A 63 shops o/w 8 MSU	34,700	2,209[4]	0.1	4.3	166.8		1973/92	11,200	100%	100%	11,200
Marseille La Valentine Printemps, Castorama, Darty, FNAC, Go Sport	31,700	1,500	1.4	7.4	n.a.	2007	1982 R 1999	10,100	100%	100%	10,100
Lyon Saint-Genis 2 Auchan, BHV, 3 MSU and 66 shops	29,000	1,800	1.2	4.1	253.8	1994/96 2009	1981	11,300	100%	100%	11,300
Strasbourg Rivétoile Leclerc, Darty, H&M 85 shops o/w 5 MSU	28,200	1,800[4]	0.7	3.5	88.5		2008	28,200	100%	100%	28,200
Orléans Place d'Arc Carrefour, 61 shops o/w 5 MSU, 1 cinema	27,000	750[4]	0.3	8.0	103.7	1988	1988	13,500	73%	100%	13,500

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Units.
(1) Gaîté-Montparnasse car parks are shared between Meridien hotel, Gaîté shopping gallery and office.
(2) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition spaces.
(3) Accounted for under the equity method.
(4) Car parks not owned by Unibail-Rodamco.

FRANCE: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m^2)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the owning companies (m^2) property	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m^2)
Marseille Bonneveine Carrefour, 1 MSU, 61 shops, 5 cinemas	25,000	1,000	0.9	7.7	199.2	1986	1983	9,800	100%	100%	9,800
Nice Etoile 5 MSU, 95 shops and 4 restaurants	19,000	2,157	0.7	12.0	124.6	2000	1982 R 2005	17,000	100%	100%	17,000
Annemasse Shopping Etrembières 1 hyper Migro, 4 MSU, 2 restaurants and 42 shops	19,000	1,000	0.3	2.3	105.2	2006	1994	8,600	50%	100%	8,600
L'Usine Roubaix 5 MSU and 84 shops	18,600	400	1.3	4.6	47.2	2007	1984	18,600	100%	100%	18,600
Limoges Saint-Martial C&A, Darty, Go Sport 62 shops o/w 6 MSU	18,000	700	0.3	3.4	65.7	1989	1989 R 2007/08	15,100	100%	100%	15,100
Sub-total Shopping centres in the French Provinces											**541,200**
Other holdings											
Evry 2 Carrefour, Galeries Lafayette, 10 MSU, 240 shops and multiplexe CGR	93,000	5,300	1.5	16.0	n.a.	2004	1975 R 2002/03	53,800	7.5%	7.5%	4,000
Paris Aquaboulevard Decathlon, Water park, Fitness center, Gaumont Cinema Event areas, 1 "food court", 3 shops	42,000	1,000	n.a	4.9	n.a.	2006 2008	1990	36,000	100%	100%	36,000
Paris Maine Montparnasse 1 shop Naf Naf	35,500	1,900	n.a	n.a.	n.a.	2007		200	100%	100%	200
Boissy 2 Géant Casino, 50 shops	23,000	900	0.2	n.a.	n.a.	2004	1976	700	100%	100%	700
Paris - 23, boulevard de Courcelles (Paris 8^e) Géant, 50 shops	12,900		n.a	n.a.	n.a.	1999	R 1989	12,900	100%	100%	12,900
Paris - 40 ter, avenue de Suffren (Paris 15^e) Volkswagen car dealer	11,200		n.a	n.a.	n.a.	1999	R 1982	11,200	100%	100%	11,200
Grigny 2 Casino, 1 MSU, 26 shops	10,700	1,200	n.a	n.a.	n.a.	2004	1973 R 2000	1,600	100%	100%	1,600
Go Sport: Marseille Grand Littoral, Evreux, Saintes	7,200		2.7	n.a.	n.a.	2007		7,200	100%	100%	7,200
Plaisir Planete Saturn	5,200	100	n.a	n.a.	18.5	2001		5,200	100%	100%	5,200
Limoges Boisseuil				1.5	n.a.	2004		700	100%	100%	700
Sub-total Other holdings											**79,700**
TOTAL (according to the scope of consolidation)											**1,161,700**

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Units.
(1) Gaîté-Montparnasse car parks are shared between Meridien hotel, Gaîté shopping gallery and office.
(2) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition spaces.
(3) Accounted for under the equity method.
(4) Car parks not owned by Unibail-Rodamco.

FRANCE: CONVENTION-EXHIBITION PORTFOLIO

as at December 31, 2009

	Year of acquisition	Construction Refurbishment (R) date	Parking spaces	% Unibail-Rodamco	Total floor space per asset (m^2)*	% consolidation	Description
PARIS AND PARIS-LA DÉFENSE							
Property and operation							
Paris Porte de Versailles - Paris 15	2000	Hall 5 in 2003	5,500	50%	226,000	100%	8 exhibition halls (from 5,000 to 70,000 m^2), 32 conference rooms of which 3 auditoriums
Paris Nord Villepinte	2008	Hall 7 in 2010	13,000	50%	210,000	100%	9 exhibitions halls, 45 conference rooms of which 3 auditoriums
Cnit - La Défense	1999	R 2007	4,800	100%	24,000	100%	Exhibition and convention space (24,000 m^2) and a Hilton Hotel
Espace Grande Arche - La Défense	2001	R 2003		50%	9,500	100%	Flexible space covering 9,500 m^2
Espace Champerret - Paris 17	1989/1995	R 2008	1,100[1]	50%	9,100	100%	Exhibition space (Trade shows)
Le Palais des Congrès de Paris	2008	1993	1,500[1]	50%	32,000	100%	92 conferences rooms of which 4 auditoriums
Carrousel du Louvre (Expos) - Paris 1	1999	1993	4,300[1]	100%	7,100	100%	Exhibition space (Trade and fashion shows, corporate events)
Palais des Sports - Paris 15	2002			50%	n.a.	50%	Flexible entertainment or convention room from 2,000 to 4,200 seats
Operation							
Paris Le Bourget	2008		12,000	50%	80,000	100%	5 exhibitions halls, 7 conferences rooms of which 1 auditorium
Palais des Congrès de Versailles	2008		4,300[1]	45%	3,200	100%	11 conferences rooms of which 1 auditorium
Palais des Congrès d'Issy lès Moulineaux	2009	R 2007		48%	3,000	100%	14 conferences rooms of which 1 auditorium
Property							
Méridien-Montparnasse Hotel - Paris 14	1998	1974	[2]	100%	57,400	100%	Hotel, conference centre and private parking lot[2]
TOTAL (according to the scope of consolidation)					**661,300**		

** Total floor space according to consolidation.*
(1) This parking lot does not belong to the group.
(2) 1,992 parking spaces for the whole Gaîté Montparnasse complex (Méridien Hotel, Gaîté Shopping Gallery and office).

FRANCE: OFFICES PORTFOLIO*

as at December 31, 2009

	Year of acquisition	Construction (C) / Refurbishment (R) date	Total floor space of asset (m^2)	Parking spaces	% consolidation	Total floor space according to consolidation (m^2)	Main tenants (in terms of rental income)
PARIS CBD, PARIS AND WESTERN PARIS OUTSKIRTS							
Paris 1							
34-36, rue du Louvre	1976	R 2006	4,183	-	100%	4,183	BNP Paribas, Caisse d'Epargne
Paris 8							
Capital 8 (av. de Messine/ Monceau/Murat)	2001	R 2006	63,422	513	100%	63,422	Rothschild, Gaz de France, Eurazeo, Dechert, SAP, Marionnaud, Aforge, Arsene, Kraft
5, boulevard Malesherbes	1999	R 2000	7,899	60(2)	100%	7,899	Salans
18bis-20, avenue Hoche	1982/2007	R 2007	2,774	22	100%	2,774	Mayer Brown
Paris 9							
11-15, rue Saint-Georges	1991	R 1993	7,855	142	100%	7,855	La Halde, Hypo Real Estate
Paris 15							
Le Sextant, 2 bis - 2 Ter rue Louis Armand	2009	1998	13,300	147	100%	13,300	Securitas, Geopost, Direct Energie
Paris 16							
7, place du Chancelier Adenauer	1999	R 2008	12,065	150	100%	12,065	Unibail-Rodamco's headquarters
Sub-total "Paris CBD"						**111,498**	
92 PARIS-LA DÉFENSE							
Espace 21 (Les Villages)	1999	R 2006	39,366	1,784	100%	39,366	Genegis, Concorde Management Company, Louvre Hotels
Tour Ariane	1999	R 2008	63,487	212	100%	63,487	Marsh, British Telecom France, Societe Generale, Completel, Ciments Francais, Mercer, Network Appliance, Regus, Vanco, Air Liquide
Cnit (Offices)	1999	R 2008	36,576	-	100%	36,576	SNCF, ESSEC, APEC, Select TT
Michelet-Galilée	1999	C 1986	32,662	127	100%	32,662	Large industrial tenant
70-80, av. Wilson	1999	C 1988	22,072	548	100%	22,072	Axa, Orphan
Sub-total "Paris-La Défense"						**194,163**	

** And related: shops in office buildings, light-industrial space, appartments…*
(1) The Gaîté-Montparnasse private parking lot is shared between offices, the Hotel Méridien and the Gaîté Shopping Gallery.
(2) Number of car parks on 2 concessions.

FRANCE: OFFICES PORTFOLIO*

as at December 31, 2009

	Year of acquisition	Construction (C) / Refurbishment (R) date	Total floor space of asset (m^2)	Parking spaces	% consolidation	Total floor space according to consolidation (m^2)	Main tenants (in terms of rental income)
92 NEUILLY-SUR-SEINE							
2, rue Ancelle	1996	R 2000	16,041	170	100%	16,041	Gras Savoye
168, av Charles de Gaulle	1984	R 2004	7,355	122	100%	7,355	Fiduciaire Internationale D'audit (Deloitte), BNP Paribas, Regus, Timberland
92 LEVALLOIS							
Courcellor 1	2005	-	19,734	344	100%	19,734	SFIG (Groupe Gaz de France)
92 ISSY-LES-MOULINEAUX							
34-38, rue Guynemer	1999	R 2006	45,479	897	100%	45,479	Mondadori, Carlson, Aldata, Accor, Bercy Services
Sub-total "Neuilly-Levallois-Issy"						**88,609**	
Other office buildings in Paris (Paris 14)							
Gaîté-Montparnasse (Offices)	1998	C 1974	9,648	1,992(1)	100%	9,648	Le Point, Craf, Meridien
Sub-total of other office assets in Paris						**9,648**	
Sub-total Paris CBD, Paris and Western Paris outskirts						**403,918**	
OUTSIDE PARIS							
Lyon							
Tour Crédit Lyonnais	1996/2007	C 1977	12,949	60	100%	12,949	France Telecom, DHL, CAF de Lyon
Sub-total Outside Paris						**12,949**	
TOTAL (according to the scope of consolidation)						**416,867**	

** And related: shops in office buildings, light-industrial space, appartments…*
(1) The Gaîté-Montparnasse private parking lot is shared between offices, the Hotel Méridien and the Gaîté Shopping Gallery.
(2) Number of car parks on 2 concessions.

NETHERLANDS: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Almere – Citymall 036	84,300	1,807	0.6	10.1	n.a.	2002	2002/2008	79,900	100%	100%	79,900
Zoetermeer – Stadshart Zoetermeer	75,000	3,340	1.9	9.1	n.a.	1983	1983/2005	50,300	100%	100%	50,300
Amstelveen – Stadshart Amstelveen	78,200	2,775	1.7	8.2	n.a.	2005	1960/1998	48,800	100%	100%	48,800
Den Bosch – De Bossche Boulevard	39,200	800	1.0	na	n.a.	1970	1977/2003	39,200	100%	100%	39,200
Hoofddorp – Vier Meren	74,000	1,900	1.6	5.9	n.a.	2004	2004	31,600	100%	100%	31,600
Eindhoven – Piazza Center	45,400	1,460	0.8	7.3	n.a.	1997	2004	23,900	100%	100%	23,900
Leidschendam – Leidsenhage	73,500	3,000	2.1	6.1	n.a.	1990	1971/2000	21,700	100%	100%	21,700
Purmerend – Eggert Winkelcentrum	21,200	375	1.1	4.6	n.a.	1986	1979/2000	19,900	100%	100%	19,900
Amersfoort – St. Jorisplein	28,200	460	1.1	5.8	n.a.	2000	2000	17,300	100%	100%	17,300
Barendrecht – Carnisse Veste	15,900	500	0.2	n.a.	n.a.	2001	2004	15,900	100%	100%	15,900
Zwijndrecht – Walburg	28,000	900	0.2	n.a.	n.a.	1995	1974/1994	14,800	100%	100%	14,800
Maassluis – Koningshoek	16,000	1,000	0.2	n.a.	n.a.	1971	1972/1985	14,700	100%	100%	14,700
Hilversum – Kerkstraat	12,300	72	n.a.	n.a.	n.a.	1993	n.a.	12,300	100%	100%	12,300
Roosendaal – Roselaar	28,000	425	0.5	5.2	n.a.	1996/1999	1970/1996	11,900	100%	100%	11,900
Deventer – Colmschate	11,300	375	0.1	n.a.	n.a.	1989	1985	11,300	100%	100%	11,300
Hengelo – Hasselo	11,000	355	0.7	n.a.	n.a.	1981	2005	10,500	100%	100%	10,500
Rotterdam – Lijnbaan	10,500	n.a.	n.a.	n.a.	n.a.	1994	1953/1996	10,500	100%	100%	10,500
Eindhoven – WoensXL	41,000	1,900	0.8	n.a.	n.a.	1991/2004	1967/2006	10,000	100%	100%	10,000
Utrecht – Overvecht	26,600	1,100	1.3	n.a.	n.a.	1995	1972/1996	9,200	100%	100%	9,200
Oosterhout – Arendshof	18,400	560	n.a.	n.a.	n.a.	1995/1996	1980/1998	9,100	100%	100%	9,100
Capelle aan den IJssel – De Koperwiek	22,000	900	0.1	n.a.	n.a.	1995	1965/1995	8,600	100%	100%	8,600
Oldenzaal – In den Vijfhoek	7,700	340	n.a.	n.a.	n.a.	1980	1980	7,700	100%	100%	7,700
Almere – Buitenmere	14,200	2,643	n.a.	n.a.	n.a.	1996	1994	7,700	100%	100%	7,700
Deventer – Brink 100	7,700	n.a.	n.a.	n.a.	n.a.	1993	1735	7,700	100%	100%	7,700
Stadskanaal – Oude Marktpassage	6,800	195	n.a.	n.a.	n.a.	1998	1989	6,800	100%	100%	6,800
Den Haag – Wagenhoek	5,800	103	n.a.	n.a.	n.a.	1982	1900	5,800	100%	100%	5,800
Amsterdam – Boven 't IJ	35,000	2,500	1.2	n.a.	n.a.	1996	1969/1992	5,200	100%	100%	5,200
Almere – Zoetelaarpassage	4,900	-	n.a.	n.a.	n.a.	1983	1983	4,900	100%	100%	4,900
Amsterdam – Kalverstraat	1,650	n.a.	n.a.	n.a.	n.a.	1979	n.a	1,650	100%	100%	1,650
Rotterdam – Woonmall Alexandrium III	65,000	1,000	n.a.	n.a.	n.a.	1998	1996	4,500	100%	100%	4,500
Groningen – Grote Markt	4,400	n.a.	n.a.	n.a.	n.a.	1998	1947	4,400	100%	100%	4,400
Rotterdam – Plaza	3,800	488	n.a.	n.a.	n.a.	1992	1992	3,800	100%	100%	3,800
Rotterdam – Korte Lijnbaan	3,500	n.a.	n.a.	n.a.	n.a.	1994	1953/1996	3,500	100%	100%	3,500
Maastricht – Grote straat/Kleine straat	2,900	n.a.	n.a.	n.a.	n.a.	1993	n.a.	2,900	100%	100%	2,900
Haarlem – Schalkwijk	32,500	1,439	n.a.	n.a.	n.a.	1996	1971/1992	2,800	100%	100%	2,800

NETHERLANDS: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Rotterdam – K.Doormanstraat/J. Banckertsplaats	2,700	n.a.	n.a.	n.a.	n.a.	1996	1957	2,700	100%	100%	2,700
Venlo – Carleijspassage 10	1,900	n.a.	n.a.	n.a.	n.a.	1993	1951	1,900	100%	100%	1,900
Den Bosch – Hooge Steenweg	300	n.a.	n.a.	n.a.	n.a.	1998	n.a.	300	100%	100%	300
Rotterdam – Beursplein 8	1,600	n.a.	n.a.	n.a.	n.a.	1996	1996	1,600	100%	100%	1,600
Rotterdam – Coolsingel	1,600	n.a.	n.a.	n.a.	n.a.	1961	n.a.	1,600	100%	100%	1,600
Waalwijk – De Els	14,500	500	n.a.	n.a.	n.a.	1990	1975/1990	1,200	100%	100%	1,200
Breda – Houtmarktpassage	3,500	300	n.a.	n.a.	n.a.	1999	1951/1989	1,100	100%	100%	1,100
Sneek – Oosterdijk	900	n.a.	n.a.	n.a.	n.a.	1988	n.a.	900	100%	100%	900
Utrecht – Bakkerstraat	700	n.a.	n.a.	n.a.	n.a.	1993	1900	700	100%	100%	700
Den Bosch – Hinthamerstraat	600	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	600	100%	100%	600
Den Haag – Lange Poten 9-11	700	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	700	100%	100%	700
Breda – Ginnekenstraat	600	n.a.	n.a.	n.a.	n.a.	2000	n.a.	600	100%	100%	600
Amersfoort – Utrechtsestraat	400	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	400	100%	100%	400
Amsterdam – Leidsestraat	400	n.a.	n.a.	n.a.	n.a.	1985	n.a.	400	100%	100%	400
Utrecht – Lange Elisabethstraat	400	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	400	100%	100%	400
Den Haag – Spuistraat	300	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	300	100%	100%	300
Eindhoven – Demer 43-45	300	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	300	100%	100%	300
Amstelveen – Pieter Lastmanweg 2-6	200	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	200	100%	100%	200
Utrecht – Mariastraat 1	100	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	100	100%	100%	100
TOTAL (according to the scope of consolidation)											**556,750**

NETHERLANDS: OFFICES PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
OFFICES											
Rotterdam – Plaza	29,700	474	n.a.	n.a.	n.a.	1989	1992	29,700	100%	100%	29,700
Leidschendam – Leidsenhage	25,300	3,000	n.a.	n.a.	n.a.	2007	1971/2000	25,300	100%	100%	25,300
Zoetermeer – Stadshart Zoetermeer	15,700	3,340	n.a.	n.a.	n.a.	1983/2005	1983/2005	15,700	100%	100%	15,700
Den Bosch – De Bossche Boulevard	12,200	800	n.a.	n.a.	n.a.	1970	1977/2003	12,200	100%	100%	12,200
Almere – Zoetelaarpassage	9,200	-	n.a.	n.a.	n.a.	1983	n.a.	9,200	100%	100%	9,200
Rotterdam – Coolsingel	9,200	28	n.a.	n.a.	n.a.	n.a.	1961	9,200	100%	100%	9,200
Groningen – Oude Boteringestraat	7,300	n.a	n.a.	n.a.	n.a.	1992	1992	7,300	100%	100%	7,300
Eindhoven – Piazza Center	6,800	1,460	n.a.	n.a.	n.a.	1997	2004	6,800	100%	100%	6,800
Hoofddorp – De Polderlanden	3,700	1,037	n.a.	n.a.	n.a.	1996	2008	3,700	100%	100%	3,700
Delft – Kalfj eslaan 2	4,200	n.a	n.a.	n.a.	n.a.	1999	n.a.	4,200	100%	100%	4,200
Rotterdam – Hofplein 33	3,500	n.a	n.a.	n.a.	n.a.	1984	1987	3,500	100%	100%	3,500
Den Haag – Wagenhoek	3,100	-	n.a.	n.a.	n.a.	1982	1900	3,100	100%	100%	3,100
Amstelveen – Stadshart Amstelveen	2,600	2,775	n.a.	n.a.	n.a.	2005	1960/1998	2,600	100%	100%	2,600
Almere – Buitenmere	2,600	2,643	n.a.	n.a.	n.a.	1996	1994	2,600	100%	100%	2,600
Hoofddorp – Dik Tromplein	2,100	n.a	n.a.	n.a.	n.a.	1999	1999	2,100	100%	100%	2,100
Almere – Stadshart Almere	2,100	1,807	n.a.	n.a.	n.a.	2002	n.a.	2,100	100%	100%	2,100
TOTAL (according to the scope of consolidation)											**139,300**

NORDIC: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Sweden											**525,900**
Greater Stockholm – Solna Centrum 120 units	97,300	1,265	1.5	6.8	126.0	1985	1962/1965/1992	97,300	100%	100%	97,300
Greater Stockholm – Täby Centrum 160 units and a cinema complex	78,400	2,400	1.1	9.8	238.5	1997	1968/1969 1975/1992	78,400	100%	100%	78,400
Greater Stockholm – Forum Nacka 150 units	66,500	1,900	1.4	5.3	147.5	1996	1990/1997/2008	66,500	100%	100%	66,500
Greater Stockholm – Väsby Centrum 78 units	39,900	700	1.1	6.0	76.0	2004	1972/1986/1991 2003/2007	39,900	100%	100%	39,900
Greater Stockholm – Eurostop Arlandastad 30 units	40,400	1,600	1.0	1.9	52.5	1996	1992	40,400	100%	100%	40,400
Greater Stockholm – Haninge Centrum 82 units	39,800	850	0.9	5.1	90.3	1996	1966/1989/2006	39,800	100%	100%	39,800
Tyresö – Tyresö Centrum 66 units	36,600	850	1.0	5.9	77.1	2003	1967/1992	36,600	100%	100%	36,600
Lund – Nova Lund (1, 2 & 3) 72 units	25,900	1,300	0.6	2.4	85.5	2002/2005	2002/2006	25,900	100%	100%	25,900
Örebro – Eurostop Örebro 10 units	20,200	900	0.2	3.7	71.5	1996	1991/1996/2007	20,200	100%	100%	20,200
Greater Stockholm – Arninge Centrum 24 units	20,200	500	1.0	2.8	74.8	2001	1983/1990	20,200	100%	100%	20,200
Greater Stockholm – Eurostop Halmstad 31 units	30,200	1,500	0.1	3.0	61.7	1996	1991/2001	20,200	100%	100%	20,200
Greater Stockholm – Bålsta Centrum 37 units	19,600	250	0.4	3.0	46.4	1996	1970/1991	19,600	100%	100%	19,600
Jönköping – Eurostop Jönköping 8 units	12,400	450	0.1	1.0	11.4	1996	1989	12,400	100%	100%	12,400
Helsingborg – Helsingborg 1 unit	8,500	400	1.0	2.8	63.0	2001	1998	8,500	100%	100%	8,500
Denmark											**57,300**
Copenhagen – Fisketorvet 122 shops and a cinema complex	57,300	1,600	1.0	7.7	184.6	2000	2000	57,300	100%	100%	57,300
Finland											**29,300**
Helsinki – Jumbo 112 units	85,100	4,600	0.5	8.8	254.4	2005	1999/2005	29,300	100%	100%	29,300
TOTAL (according to the scope of consolidation)											**612,500**

SPAIN: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Madrid – Parquesur 230 units	151,200	5,800	4.3	16.3	495.2	1994	1989/2005	93,300	100%	100%	93,300
Barcelona – La Maquinista 236 units and a Hypermarket	74,400	5,350	3.8	14.7	286.3	2008	2000	59,300	51.5%	100%	59,300
Valencia – Bonaire 200 units Retail Park	135,000	5,700	1.5	9.5	250.0	2001	2001/2003	47,300	100%	100%	47,300
Madrid – Equinoccio 57 units	36,800	1,408	3.5	2.9	45.9	1998	1998/2003	34,000	100%	100%	34,000
Barcelona – Barnasud 81 units and a cinema complex	43,600	2,500	2.5	4.6	136.8	2001	1995/2006	33,300	100%	100%	33,300
Valladolid – Vallsur 92 units	31,800	2,250	0.4	6.3	99.9	2002	1998/2004	31,300	100%	100%	31,300
Barcelona – Las Glorias 175 units	56,300	2,900	3.6	11.4	189.1	1998	1995/2001	30,300	100%	100%	30,300
Cádiz – Bahía Sur 104 units	59,000	2,737	0.3	7.0	173.6	1994	1992/2005	26,500	100%	100%	26,500
Torrevieja – Habaneras 68 units	24,100	850	0.2	4.3	63.2	2008	2005	24,100	52.8%	100%	24,100
San Sebastian – Garbera 84 units	36,000	2,784	0.4	5.4	178.6	2002	1997	23,200	100%	100%	23,200
Madrid – La Vaguada "Madrid 2" 252 units	85,500	3,600	4.1	24.7	429.9	1995	1983/2003	21,300	100%	100%	21,300
Seville – Los Arcos 107 units	43,400	1,800	1.1	8.5	151.6	1995	1992/2002	17,700	100%	100%	17,700
Seville – Dos Hermanas FOC 60 units	16,500	1,200	2.0	1.8	27.4	2002	1999/2000	16,000	100%	100%	16,000
Albecete – Albacenter 69 units	28,000	1,223	0.2	3.7	58.7	2002	1996/2005	15,100	100%	100%	15,100
TOTAL (according to the scope of consolidation)											**472,700**

SPAIN: OTHER PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's Shares	% of consolidation	Total GLA according to consolidation (m²)
Property names								
Madrid - Leganes PP-10	34,969			2008	34,969	100%	100%	34,969
								34,969

CENTRAL EUROPE: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Czech Republic											**140,960**
Prague – Centrum Chodov 207 units	57,460	2,600	1.2	12.6	220.9	2005	2005	57,460	100%	100%	57,460
Prague – Centrum Cerny Most 77 units and a cinema complex	53,300	2,510	1.2	10.6	142.9	2000	1997	53,300	100%	100%	53,300
Prague – Centrum Pankrac 120 units	40,200	960	1.2	8.9	101.4	2005	2008 (C)	40,200	75%	75%	30,200
Poland											**31,150**
Warsaw – Galeria Mokotow 246 units and a cinema complex	62,300	2,600	1.8	12.0	204.4	2003	2000/2002/2006	62,300	50%	50%	31,150
Warsaw – Zlote Tarasy 207 units and a cinema complex	90,000	1,600	1.8	19.7	211.5	2007[1]	2007	n.a.[1]	n.a.[1]	n.a.[1]	n.a.[1]
Slovak Republic											**26,200**
Bratislava – Aupark 244 units and a cinema complex	52,400	2,320	0.6	12.7	184.0	2006	2000/2001/2007	52,400	50%	50%	26,200
Hungary											**41,300**
Budapest – Europark 71 units	25,100	950	0.8	7.0	n.a.	1999	1997	25,100	100%	100%	25,100
Budapest – Árkád Örs Vezér Tér 241 units	48,600	1,350	1.1	14.0	151.6	2002	2002	16,200	100%	100%	16,200
Germany											**39,450**
Magdeburg – Allee-Center 140 retail units	51,500	1,300	0.8	10.5	191.6	1996	1998/2006	51,500	50%	50%	25,750
Berlin – Ring-Center 1 62 retail units and a cinema complex	20,600	1,000	1.3	5.0	62.4	1996	1997	20,600	67%	67%	13,700
TOTAL (according to the scope of consolidation)											**279,100**

(1) Economic ownership. The income is treated as financial income for the time being.

AUSTRIA: SHOPPING CENTRE PORTFOLIO

as at December 31, 2009

	GLA of the whole complex (m²)	Parking spaces	Catchment area (in millions of people)	Number of visits (in millions)	2009 overall turnover of the complex (in millions of euros)	Year of acquisition	Construction Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total GLA according to consolidation (m²)
Austria											
Vienna – Shopping City Süd (SCS) 300 units	207,411	10,000	3.5	23.5	345.4	2008	1976/2002	129,064	100%	100%	129,064
Vienna – Donauzentrum 202 units and a cinema complex, hotel and 53 office units	101,554	1,320	1.8	19.8	259.4	2003	1975/2000 R 2006/2008	100,750	90%	100%	100,750
Klagenfurt – Sudpark 85 units	22,700	620	0.2	2.8	44.5	2007	2004	22,700	50%	50%	11,350
TOTAL (according to the scope of consolidation)											**241,164**

BUSINESS REVIEW AND 2009 RESULTS

I. SCOPE OF CONSOLIDATION, ACCOUNTING PRINCIPLES

Scope of consolidation

There was no significant change in the scope of consolidation since January 1, 2009.
As at December 31, 2009, 291 companies in 12 countries have been fully consolidated with the exception of 25 companies accounted for under the proportional method and 5 companies under the equity method[1].

Minority shareholders own 1.48% of Rodamco Europe NV. Legal buyout proceedings under Dutch law initiated on December 14, 2007 before the Enterprise Chamber of the Court of Appeal in Amsterdam are ongoing.

The Group is operationally organised in 6 geographical regions: France, The Netherlands, Nordic, Spain, Central Europe and Austria[2]. As France has substantial representation in all 3 business-lines of the Group, this region is itself divided in 3 segments: Shopping Centres, Offices and Conventions & Exhibitions. The other regions operate mainly in the shopping centre segment.

The table below shows the split of property net asset value per region as at December 31, 2009.

Accounting principles

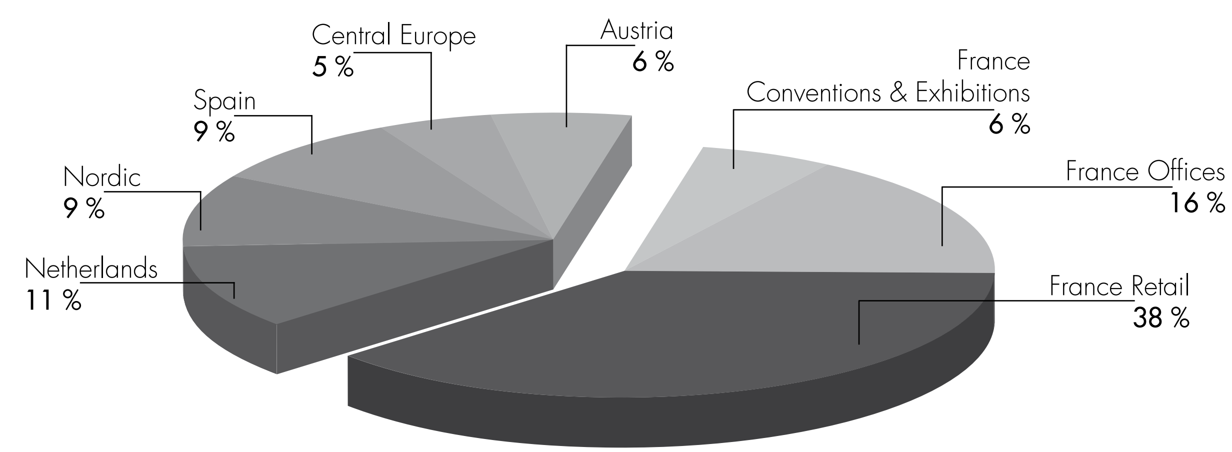
Unibail-Rodamco's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards[3] (IFRS) and are compliant with the EPRA[4] best-practices recommendations.

No changes were made compared to the accounting principles used for the previous period, except for the IAS 40 amendment on accounting of investment property under construction.

According to the new rule, investment properties under construction are measured at fair value when fair value can be measured reliably. Where fair value is not reliably measurable, the property remains accounted for at cost. This rule was applied prospectively and the total impact was booked in the income statement.

Investment properties under construction are taken at fair value once Unibail-Rodamco's management considers that a substantial part of the development's uncertainty has been eliminated[5]. In any case fair value is used within one year before estimated project delivery.

As at December 31, 2009, 6 projects[6] have been accounted for at fair value.



(1) Mainly COMEXPOSIUM subgroup (Trade show organisation business).
(2) Organised separately from Central Europe since January 1st, 2009.
(3) As applicable in the European Union as at December 31, 2009.
(4) European Public Real Estate Association.
(5) 3 criteria: i) All administrative authorisations are obtained ii) Construction has started and costs are committed toward the constructor iii) Substantial uncertainty in future rental income has been eliminated.
(6) Tour Oxygène (development of an office building in Lyon/France), Donauzentrum extension (Vienna/Austria), La Maquinista extension (Barcelona/Spain), Alma extension (Rennes/France), Buitenmere (Almere/Netherlands) and Cours Oxygène (Lyon/France).

II. BUSINESS REVIEW BY SEGMENT

1. Shopping centres

1.1. Shopping centre market in 2009

In 2009, the economy was deeply hit by the crisis which impacted employment, spending power, consumer confidence and, therefore, the retail industry. In this uncertain context characterised by rising unemployment and lower spending, consumers have developed new purchasing habits oriented towards value for money. The slow recovery experienced in continental Europe over the last few months of 2009 has not, thus far, triggered a return to previous patterns of high consumption.

As a result, many obsolete retail concepts have come under pressure as they have become less attractive to customers, but no large scale major bankruptcies have occurred thus far in continental Europe. At the same time, a number of new retail concepts have emerged and international retailers are increasingly interested in entering the continental European market. The pressure stemming from these new competitors, combined with changing customer attitudes, has obliged many major established retailers to review their concepts and adopt a more pro-active stance. Lately, these retailers seem to be reviving their expansion plans on the back of improved economic indicators.

In the current environment, differentiation is key to success. For this reason, Unibail-Rodamco is making additional efforts to improve the environment of its shopping centres by implementing the Welcome Attitude concept (well-being and value-added services) and by designing tailor-made marketing events to drive footfall and sales. Differentiation also means a refreshed offer. In 2009, Unibail-Rodamco worked on the introduction of premium retailers via its retail intelligence department. Preferred relationships, combined with a proactive leasing strategy and accelerated tenant rotation are to offer customers a richer retail mix in the most attractive shopping environment.

These efforts combined with a high quality portfolio in prime locations have enabled Unibail-Rodamco to maintain its performance during the economic downturn. Looking ahead, the Group is well positioned to take advantage of a more favourable economic situation.

Especially in the last part of the year, investors have returned to the direct real estate investment/divestment market, looking for yield. Investment volumes, despite being 42% down from 2008 levels, have increased in the second half of 2009 by 71% compared to the first half. The fourth quarter of 2009 marks the third consecutive quarter with growth in volume, coming off a very low base. Active investors (equity players, REITs and funds) are increasingly focusing on prime product with steady cash flow, in an attempt to take advantage of attractively priced property, but are primarily focused on the UK and core markets in Europe. London and Paris remain at the forefront of investor interest. Whereas during the first half year domestic investors have dominated the markets, during the second half year cross-border investment was on the rise.

This increased appetite and activity, combined with a very low supply of prime product, causes any prime assets available in the market to attract competitive bidding with hardening yields as a result. Whereas investors until recently were looking at smaller deal sizes to accommodate funding limits, large deals have returned which demonstrates improved financing possibilities as well as an increased appeal of the large, dominant prime assets.

1.2. Rental income from Unibail-Rodamco shopping centres

Total consolidated Net Rental Income (NRI) amounted to €941.6 Mn in 2009, representing a rise of 6.1% compared with 2008.

Region	Net Rental Income (€Mn)		
	2009	2008	%
France	453.9	419.6	8.2%
Netherlands	142.5	158.7	-10.2%
Nordic	90.2	91.4	-1.3%
Spain	119.8	105.0	14.1%
Central Europe	73.1	67.6	8.2%
Austria	62.1	45.1	37.6%
Global	**941.6**	**887.4**	**6.1%**

2008 NRI slightly differs from previous publication due to reclassification of surface from retail to office in Austria

The €54.2 Mn NRI growth came mainly from:

- Acquisitions: +€36.6 Mn of which:
  - +€18.3 Mn in Austria further to acquisition of Shopping City Süd in Vienna, end of May 2008.
  - +€14 Mn in Spain coming from the acquisition of La Maquinista in Barcelona and Habaneras in Torrevieja in July 2008.
  - +€4.3 Mn in France due mainly to the acquisition of Aquaboulevard in Paris in December 2008.
- Deliveries of new shopping centres or extensions: +€24.2 Mn, mainly coming from:
  - Shopping centres delivered in 2008: Rivetoile, in Strasbourg/France (28,200 m²) in October 2008, extension of Forum Nacka in Stockholm/Sweden (26,100 m²) in October 2008, Arkady-Pankrac in Prague/Czech Republic (30,100 m²) in November 2008.
  - Shopping centres delivered in 2009: Docks 76 in Rouen/France (37,700 m²) in April 2009, Docks Vauban in Le Havre/France (54,500 m²) in October 2009 and the new shopping gallery extension (16,670 m²) in the Cnit-Paris La Défense, totally restructured and inaugurated on October 21, 2009.
- Disposals: - €22.0 Mn largely due to high street retail assets disposed of in Belgium in 2008 and in The Netherlands in 2008 and 2009, and to a lesser extent one asset in Germany sold at the end of 2008.
- After taking into account - €5.9 Mn of constant currency correction[7], - €5.2 Mn of one off items in 2008 and Shopping City Süd NRI restated pro-forma in H1-2008, the net change like for like amounted to €32.6 Mn.

(7) Mainly in Sweden.

Region	Net Rental Income (€Mn) Like-for-like		
	2009	2008	%
France	430.4	407.2	5.7%
Netherlands	131.2	129.7	1.1%
Nordic	90.8	88.5	2.6%
Spain	94.9	94.0	1.0%
Central Europe	64.9	63.9	1.5%
Austria	58.5	54.8	6.7%
Global	**870.7**	**838.1**	**3.9%**

The total net rental income grew by 3.9% on a like-for-like basis in 2009, compared to 2008. This represented on average 1.1% above inflation.

Region	Net Rental Income like-for-like evolution (%)			
	Indexation	Renewals, relettings net of departure	Other	Total
France	3.5%	4.3%	-2.1%	5.7%
Netherlands	2.2%	0.7%	-1.8%	1.1%
Nordic	2.4%	0.8%	-0.7%	2.6%
Spain	3.0%	-1.6%	-0.4%	1.0%
Central Europe	1.7%	0.4%	-0.5%	1.5%
Austria	0.1%	2.6%	4.0%	6.7%
Global	**2.8%**	**2.3%**	**-1.2%**	**3.9%**

Net of indexation, the highest growth in NRI like for like was in Austria and France thanks to good performance in re-letting with high rental uplift achieved, whereas Spain -the worst affected country by the crisis- recorded -2%.

Sales in Unibail-Rodamco's shopping centres, excluding centres delivered in 2008 and 2009, showed a limited decrease of 1.9% in 2009 compared to 2008, with wide variations from one country to another: -6.1% in Spain, -2.2% in France, +3.7% in Poland and +6.3% in Sweden[8].

On the whole portfolio, sales based rents amounted to €13.8 Mn (€20.3 Mn in 2008) and represented 1.5% of total net rental income (2.3% in 2008).

1.3. Leasing activity in 2009

Leasing activity in 2009 resulted in 1,151 leases signed compared to 1,097 leases signed over 2008.
In total €101.7 Mn of Minimum Guaranteed Rents (MGR) with an average uplift of 21% were signed in 2009 versus €95.7 Mn and an average uplift of 25% for 2008.

(8) Of which 4.9% due to Forum Nacka extension.
(9) Unaudited. In The Netherlands, the landlord cannot terminate the lease unilaterally; therefore the expiry date is considered as indefinite. These leases have been classified on the line "beyond" in the table.

Region	lettings / re-lettings / renewals excl. Pipeline				
	nb of leases signed	m²	MGR	MGR uplift	
				€Mn	%
France	316	75,594	43.5	9.1	30%
Netherlands	99	29,433	9.4	1.8	24%
Nordic	180	42,318	11.2	0.3	3%
Spain	284	46,376	16.2	1.2	9%
Central Europe	135	20,291	6.5	0.9	18%
Austria	137	37,600	14.9	2.1	26%
Global	**1,151**	**251,612**	**101.7**	**15.4**	**21%**

MGR: Minimum Guaranteed Rent

Even if one can notice that tenants need more time to decide on a new shop opening, the best shopping centres and largest malls remain in good demand from retailers in all regions. The MGR uplift demonstrates the continuing reversionary potential in the Group's shopping centres.

New attractive retailers have been successfully introduced in Unibail-Rodamco shopping centres (such as MAC, Apple, Desigual, van Graaf, American Apparel…).
The size and geographical spread of the Group's portfolio is a trump card in negotiating with international retailers. It gives the opportunity to propose to dynamic and innovative retailers to expand in new countries, for instance Hema from The Netherlands came to France in 2009.

1.4. Vacancy and Lease expiry schedule

As at December 31, 2009 aggregated annualised Minimum Guaranteed Rents from Unibail-Rodamco's shopping centre portfolio amounted to €977.8 Mn, excluding variable rents and other income (€937.7 Mn at year end 2008).

The following table shows a breakdown by expiry date and by next termination option of the leases[9].

Retail portfolio	Lease expiry schedule			
	at date of next break option	as a % of total	at expiry date	as a % of total
Expired	38.0	3.9%	38.0	3.9%
2010	140.7	14.4%	75.6	7.7%
2011	212.8	21.8%	61.5	6.3%
2012	167.1	17.1%	102.6	10.5%
2013	104.2	10.7%	70.0	7.2%
2014	80.9	8.3%	69.4	7.1%
2015	77.7	7.9%	58.6	6.0%
2016	28.6	2.9%	57.5	5.9%
2017	30.7	3.1%	61.9	6.3%
2018	27.0	2.8%	79.2	8.1%
2019	24.6	2.5%	69.8	7.1%
2020	9.5	1.0%	17.8	1.8%
Beyond	35.9	3.7%	216.2	22.1%
M€	**977.8**	**100%**	**977.8**	**100%**

Potential rents from vacant space in operation on the total portfolio amounted to €19 Mn at December 31, 2009. The financial vacancy slightly increased from 1.8% at year end 2008 to 1.9% at December 31, 2009.

Region	Vacancy (Dec 31, 2009)		% Dec 31, 2008
	€Mn	%	
France	8.0	1.7%	1.2%
Netherlands	3.0	2.1%	1.2%
Nordic	3.9	3.4%	3.3%
Spain	1.7	1.4%	3.6%
Central Europe	0.0	0.0%	0.6%
Austria	2.4	4.4%	2.7%
Global	**19.0**	**1.9%**	**1.8%**

Due to the leasing uplift achieved in Austria, rental values of vacant space were increased. The unoccupied areas in m² did not change materially.

In Spain, thanks to a dynamic re-letting strategy, the financial vacancy was significantly reduced at year end.

The occupancy cost ratio[10] moderately increased from 10.9% at year end 2008 to 11.7% at year end 2009, ranging from 9.9% in the Nordic countries to 12.3% in France and 12.8% in Central Europe.

1.5. Investment/pipeline

Unibail-Rodamco invested €510.5 Mn[11] (Group share) in its shopping centre portfolio in 2009:

- €82.2 Mn were invested in new acquisitions composed of additional plots in Shopping City Süd in Vienna/Austria and in St Genis Laval/France and a piece of land for future extension of La Maquinista in Barcelona/Spain.

- €259.7 Mn were invested in new shopping centres construction and extensions:
  - Delivered in 2009:
    - o BAB 2 in Anglet/France (3,100 m²) extension delivered in February 2009;
    - o Esplanade in Lyon/France (1,500 m²) delivered in March 2009;
    - o Docks 76 (37,700 m²) in Rouen/France which has been successfully opened in April 2009;
    - o Cnit Paris-La Défense/France new retail area (16,670 m²) inaugurated in October 2009;
    - o Docks Vauban in Le Havre/France (54,500 m²) delivered in October 2009.
  - Under construction:
    - o Cours Oxygène in Lyon/France: 9,150 m², which will be delivered in April 2010;
    - o Donauzentrum extension in Vienna/Austria: 27,500 m², completion expected in October 2010;
    - o Lyon Confluence in Lyon/France: 53,200 m², completion expected in 2011;
    - o Almere Buiten in Almere/Netherlands: 16,600 m², completion expected in 2011.

- €102.8 Mn were invested in renovation of existing shopping centres notably in Velizy 2 in France and Shopping City Süd in Vienna/Austria.

- Financial costs were capitalised for €24.3 Mn.

- Eviction costs and other costs were capitalised respectively for €25.8 Mn and €15.8 Mn.

The total pipeline retail projects represented 684,044 m² at the end of 2009, for a total estimated investment of €3.2 Bn.

Fully contracted projects represented 242,556 m² and are composed of:

- Brownfield projects:
  - Lyon Confluence in France (53,200 m²), Almere Buiten in The Netherlands (16,600 m²);
  - Eiffel in Levallois/France: 48,160 m²/delivery in 2013;
  - Rotterdam Markthal/The Netherlands: 8,100 m²/delivery in 2014.

- Extensions of existing shopping centres:
  Cours Oxygène in Lyon/France (9,150 m²), Donauzentrum extension in Vienna/Austria (27,500 m²) and La Maquinista extension in Barcelona/Spain (15,800 m²), delivery in 2010.

1.6. Divestments

The Group divested €324.2 Mn from its retail portfolio in 2009, 99% of which came from Dutch high street retail assets, pursuant to the Group's strategy to concentrate on large shopping centres.

The Group also decided to exit from the Metropolis shopping centre project in Moscow, in line with the strategy to concentrate investments on cities where the Group already has a presence.

1.7. Portfolio valuation

As at December 31, 2009 the shopping centre portfolio of Unibail-Rodamco was valued on the statement of financial position at €15.7 Bn, excluding transfer taxes and disposal costs (see 'Net Asset Value' section).

Fair value adjustments to investment properties represented a charge of €1,643.4 Mn in Unibail-Rodamco's income statement at December 31, 2009, of which €1,346.3 Mn were already booked as at June 30, 2009.

Changes in value broke down by region as follows:
- €841.9 Mn in France, - €287.5 Mn in Spain, - €235.4 Mn in Nordic, - €134.7 Mn in Central Europe, - €102.1 Mn in The Netherlands and - € 41.8 Mn in Austria.

2. Offices

2.1. Office property market in 2009[12]

With 1.8 Mn m² let in 2009, the volume of transactions in the Paris Region office market shows a 24% decrease compared to 2008. This decline is caused by the harsh economic environment, where many companies are delaying moving office, or renegotiating their leases or trying to optimise use of existing floor space. On a positive note, occupier interest has been stronger reflecting more real needs for space in the second half of 2009.
Large transactions (over 5,000 m²) are fewer by 37% compared to a year ago (51 transactions over the year).
The take-up for 2010 is expected to stay relatively stable compared to 2009.

The reduced take-up of office space, accelerated departures of tenants and delivery of newly developed office space contributed to an increase in immediate available supply in the Paris region by 32% in the year, for a total of 3.6 Mn m² at year end 2009.

The vacancy rate stood at 6.8% for the Paris Region at the end of the 4th quarter (compared to 5.4% a year ago) with discrepancies among the Paris Region areas. The Central Business District (CBD) slightly increased its vacancy rate to 6.2%. The La Défense Business District stands out with a particularly low vacancy rate of 4.5%, the stock consisting mainly of older buildings. The first Rim and the Western Crescent finished the year with increasing vacancy rates (10.5% for the 1st Northern Rim, 11.6% for the Southern Rim, 10.6% for the Péri-Défense).

In this context of imbalance between the take-up and supply, rental values (average but also prime) are experiencing a significant correction. However, the situation is contrasted from one area to another and from one class of building to another. New and efficient buildings have been less impacted than older buildings. The CBD saw its average rents fall by about 10% in a year. This fall in rents is gradually spreading geographically to the peripheral areas which have been less affected.

During the second part of the year prime rents have started to stabilise, varying to different degrees depending on the location. The highest rent signed during 2009 was €690/m² in Paris CBD and €535/m² in La Défense.

The Paris Region saw its level of investment activity decline to €5.2 Bn which represents a decrease of 39% compared to the year 2008.

The investment market has shown signs of recovery during the second half of 2009 which indicates that the low point in terms of investment volume may have been passed. After a bad first half year where only €1.2 Bn were invested, the investments have continued to progress during the year, with €2.5 Bn invested in the 4th quarter of 2009. Even though, on the whole, the market was dominated by small deals in 2009, the unit size of deals has increased; several deals in a range of €150 – 200 Mn were signed during the 4th quarter 2009.

2.2. Office division 2009 activity

Unibail-Rodamco's consolidated net rental income from offices (NRI) in 2009 came to €219.6 Mn.

Region	Net Rental Income (€Mn)		
	2009	2008	%
France	178.7	173.2	3.1%
Netherlands	20.2	26.5	-23.8%
Nordic	16.3	17.8	-8.3%
Other countries	4.4	11.6	-62.0%
Global	**219.6**	**229.1**	**-4.2%**

2008 NRI slightly differs from previous publication due to reclassification of surface from retail to office in Austria

The variation of - €9.5 Mn between 2008 and 2009 broke down as follows:

- - €23.5 Mn came from disposals, essentially buildings disposed of in 2008 in France and in The Netherlands, and to a lesser extent, 2009 disposals in France, The Netherlands and Spain which were finalised for the most significant ones in December.
- +€2.9 Mn came from the delivery and leasing of new buildings in Paris (Clichy, 12 rue du Mail) and Cnit in Paris-La Défense.
- +€2.1 Mn generated by the acquisition of "Le Sextant" in Paris in 2009 and additional plots in Gaîté-building in Paris in 2008.
- - €6 Mn came from the renovation of Michelet-Galilée in Paris-La Défense.
- After taking into account currency correction and one off items for €0.6 Mn, the like-for-like NRI increased by €14.4 Mn.

(10) Occupancy Cost Ratio = (rental charges + service charges including marketing cost for tenants) / tenants' sales; all factors including VAT and for all the occupiers of the shopping centre. In previous financial communication, OCR was calculated excluding hypermarkets and department stores. As tenants' turnover is not known for The Netherlands, no reliable occupancy cost ratio can be calculated for this country.
(11) Variation in gross asset value Group share.

(12) Source: CBRE.

Like for like NRI grew by 9.1% compared to the previous year, of which 6.9% due to indexation, and broke down as shown in the following table.

Region	Net Rental Income (€Mn) Like-for-like		
	2009	2008	%
France	140.3	127.0	10.5%
Netherlands	13.8	13.3	3.7%
Nordic	18.0	17.4	3.5%
Other countries	2.1	2.1	
Global	**174.2**	**159.8**	**9.1%**

In 2009, 96,021 m² have been let or re-let on the whole office portfolio for €41 Mn minimum guaranteed rents.

In France, where the Group mainly operates, leasing activity resulted in 84,663 m² signed[13] for €39.6 Mn of annual rent, of which:

- 28,377m² in Michelet-Galilée building in La Défense fully let to a large industrial group;
- 20,487 m² let to SNCF in Cnit-Paris La Défense, ie the totality of the new office surfaces delivered in July 2009;
- 5,293m² pre-let to Ernst & Young on Tour Oxygène in Lyon, to be delivered in 2010;
- 4,953m² let to ESSEC in Cnit-La Défense.

As at December 31, 2009 annualised minimum guaranteed rents generated by the office portfolio amounted to €235.5 Mn. The expiry schedule of the leases (termination option and expiry date) is shown in the following table.

Office portfolio	Lease expiry schedule			
	at date of next break option	as a % of total	at expiry date	as a % of total
Expired	10.4	4.4%	10.4	4.4%
2010	31.8	13.5%	16.8	7.1%
2011	29.9	12.7%	5.2	2.2%
2012	21.8	9.3%	12.2	5.2%
2013	36.3	15.4%	27.5	11.7%
2014	13.4	5.7%	15.4	6.5%
2015	26.5	11.3%	28.8	12.2%
2016	39.4	16.7%	41.2	17.5%
2017	7.8	3.3%	20.6	8.7%
2018	9.7	4.1%	19.4	8.2%
2019	2.0	0.8%	26.6	11.3%
2020	0.0	0.0%	0.1	0.1%
Beyond	6.3	2.7%	11.5	4.9%
M€	**235.5**	**100%**	**235.5**	**100%**

Potential rents from vacant office space in operation amounted to €13.7 Mn at December 31, 2009.

The financial vacancy stood at 5.5% for the whole portfolio (9.8% as at December 31, 2008). In France the financial vacancy decreased from 10% at year-end 2008 to 4.3% at December 31, 2009, mainly driven by the lettings to SNCF and ESSEC in Cnit-Paris La Défense.

2.3. Investment/divestment

Unibail-Rodamco invested €261.9 Mn in its office portfolio in 2009 (Group share):

- The Group acquired in November "Le Sextant", a 13,282 m² office building next to Aquaboulevard in Paris for €59.3 Mn.
- €126.7 Mn were invested for Tour Oxygène in Lyon (29,600 m², completion expected in 2010) and for 3 development projects: Eiffel in Levallois/France and "Phare" and "Majunga" in Paris-La Défense.
- €59.6 Mn were invested for renovation, mainly Issy-Guynemer, Cnit in Paris and one building in The Netherlands.
- €16.3 Mn of financial charges and other costs were capitalised.

€399.3 Mn were divested from the office portfolio in 2009.

Four buildings were sold in France in 2009 for a total net disposal price of €288.6 Mn at an average buyer's net initial yield of 6.15%. Two of them (34-36 rue Cambon-Paris and the Clichy building) representing 89% of the proceeds were sold in December 2009.
Total sale price of these 4 buildings was 8.3% above June 30, 2009 valuation.

Three buildings[14] in The Netherlands and one in Sweden were sold for a total net disposal price of €109.1 Mn.

Based on the appraised value booked in the statement of financial position as at December 31, 2008, the net disposal result was a loss of €14.5 Mn.

A letter of intent has been signed in December 2009 for one building located on avenue Hoche in Paris for €40 Mn, representing 5.3% net initial yield for the buyer. The sale price is 8.7% above June 30, 2009 valuation.

2.4. Portfolio valuation

The office portfolio was valued at €3.7 Bn (excluding transfer taxes and disposal cost) on the statement of financial position at December 31, 2009:

- €3,347 Mn in assets recorded as investment properties and accordingly marked-to-market based on independent appraisals (after transfer taxes deduction);
- €325.7 Mn of asset at historical cost for one own-use building (7 Adenauer-Paris) and projects under construction.

(13) *Weighted lettable area.*
(14) *Mainly Aegon building in The Hague.*

The change in fair value of office investment properties since December 31, 2008 generated a negative valuation result of €385.6 Mn. On a like for like basis, the additional value decline over the second half of 2009 was limited to €29.6 Mn, demonstrating the value stabilisation notably in the Paris office market by year end (see note on Net Asset Value).

3. Convention & Exhibition

This activity is exclusively located in France, and consists of a real estate venues and operations organisation (VIPARIS) and a trade show organisor (COMEXPOSIUM).

Both organisations are jointly owned with the Paris Chamber of Commerce and Industry (CCIP), where VIPARIS is fully managed and consolidated by Unibail-Rodamco and Comexposium is controlled by the CCIP and recorded under the equity accounting method.

Traditionally, the Convention and Exhibition business has a seasonal results pattern, with annual, bi-annual and tri-annual shows. Even years tend to have more shows than uneven years. When comparing the 2009 results (at EBITDA level), the relevant comparison is with 2007.

The economic crisis and the flu pandemic have left some marks on the Convention and Exhibition performance in 2009. Visitor numbers on various shows were slightly down (-0.4%) although the Business to Consumer shows saw an increase with 4.2%. Lower visitor numbers and a decrease in Exhibitors with 5% also influenced ancillary income such as parking and catering. Shows took up less space and fewer occupancy days. Total occupancy of the venues dropped by over 9% compared to 2007. Several important shows were cancelled or delayed like "Mondial du 2 Roues" (the motor cycle show), and "Mondial Coiffure Beauté". Even though some 28 shows were cancelled, cancellation fees partly offset the loss in income.

In aggregate, 915 events were held on all VIPARIS venues in 2009, of which 309 shows, 151 conventions, and 419 corporate events. Many important shows have seen little impact of the crisis, as they have become landmark events for the public at large. These include "Salon de l'Agriculture" (since 1926), "Mondial de l'Automobile" (since 1962), "Salon Nautique" (since 1962), "Foire de Paris" (since 1926) and "Maison et Objet" (since 1998).

Increased focus on operating costs resulted in 8.6% savings on the 2008 levels, and close to 10% on 2007, resulting from synergies from the 2008 merger of the CCIP and Unibail-Rodamco.

As a result and despite the difficult external environment, EBITDA improved vs. 2007 by 4.7% to €118.1 Mn. Compared to 2008 (€127.4 Mn), this represented a decline by 7.3%.

For 2010, pre-booking levels are satisfactory at 92% compared to 86% at year-end 2008 and normal levels of 85-90%.

COMEXPOSIUM contribution to Unibail-Rodamco's recurring result was €7 Mn in 2009 (€10.4 Mn in 2008).

Including the hotels Méridien-Montparnasse (Paris) and Hilton-Cnit (Paris-La Défense), of which the long term rental income is part of this segment of activity, and after deduction of amortisations, the division showed an operating profit of €125.9 Mn in 2009, versus €139.1 Mn in 2008.

III. 2009 RESULT

Administrative expenses amounted to €97.6 Mn in 2009, compared to €101.7 in 2008.

Cost incurred for feasibility studies of development projects amounted to €6.5 Mn in 2009.

Property services net operating result (€8.4 Mn) came from property services companies in France and Spain.

The item 'other income' reflected the result of the finance leasing portfolio of ex-Unibail and for the main part a reversal of a provision for a litigation regarding an acquisition, solved in the first half of 2009.

Group net financial expenses totalled €313.1 Mn in 2009, including capitalised financial expenses of €31Mn allocated to projects under construction.

Net borrowing expenses recorded in net recurring profit for 2009 thus came to €282.1 Mn (€275.2 Mn in 2008).

According to IFRS rules, a debt component of the ORA[15] issued in June 2007 was accounted for in the statement of financial position and is amortised over the life of the ORA. The fixed rate debt of Rodamco which was accounted at fair value in Unibail-Rodamco's statement of financial position at the date of the merger is amortised over the life of the bonds as well. These amortisations, as well as the discounting of long term provisions, amounted to - €16.8 Mn in 2009 and did not affect the recurring result.
Most of the ORAs were converted in 2009. Only 19,684 ORAs[16] were still in issue as at December 31, 2009.

The ORNANE[17] issued in April 2009 were booked at fair value, in accordance with IFRS. The change in value, based on the trading price, was €188.9 Mn at December 31, 2009 and did not affect the recurring result.

(15) *ORA: Obligations Remboursables en Actions = bonds redeemable for shares.*
(16) *Convertible into 20,077 shares.*
(17) *ORNANE: Net share settled bonds convertible into new or existing shares.*

In accordance with the option adopted by Unibail-Rodamco for hedging instruments accounting (IAS 39), the change in value of caps and swaps was recognised directly in the P&L, resulting in a negative amount of - €108.3 Mn[18]. This charge did not affect the recurring result.

The Group's average refinancing rate came to 4.0% in 2009 (4.2% in 2008). Unibail-Rodamco's refinancing policy is described in the following section 'Financial Resources'.

The income tax charge came from countries where specific tax regimes for property companies[19] do not exist and activities in France which are not eligible to the SIIC regime, mainly in the Convention & Exhibition business.

In 2009, €10.7 Mn corporate income tax allocated to the recurring result was effectively due. Based on tax losses carried forward available in the Group, deferred tax assets were recognised. Combined with an income tax credit out of previously recognised deferred tax liabilities on intangible assets and a change in tax provisions, an income tax profit of €0.6 Mn was allocated to 2009 recurring result.
The recurring income tax charge for 2008 (- €16 Mn) included a significant provision for an ongoing tax litigation.

Furthermore, an income tax credit of €114 Mn was accounted for in non-recurring result due mainly to the variation of deferred taxes on the decreasing fair value of property assets.

As reported in its press release of December 11, 2009 Unibail-Rodamco expects to lose its status as FBI (Fiscale Beleggings Instelling) in The Netherlands for its Dutch activities in 2010. Unibail-Rodamco still qualifies as a SIIC under the French SIIC regime. Differences between the French SIIC and the Dutch FBI regime, although materially insignificant in the Group's case, proved to be irreconcilable for the Dutch tax authorities.

The Group expects that this development will have no material impact on its recurring results for the foreseeable future, due to significant Dutch tax-loss carry forwards the Group will realise, resulting from the decline in real estate values since the merger between Unibail Holding SA and Rodamco Europe NV, and the implementation of other measures.

Consolidated net recurring profit after tax for 2009 amounted to €924.1 Mn.

Non-controlling interests in the consolidated net recurring profit after tax amounted to €87.9 Mn. They related to CCIP's minority share in VIPARIS (€27 Mn), to shopping centres in France (€54 Mn, mainly Les Quatre Temps and Forum des Halles) and to the remaining 1.48% minority shareholders in Rodamco Europe (€6.9 Mn).

Consolidated net result (Owners of the parent) was a loss of €1,467.8 Mn in 2009. This figure breaks down as follows:
- + €836.3 Mn of recurring net profit
- - €2,304.0 Mn of fair value adjustments and disposals, due to the decrease in real estate and financial instruments values.

(18) Including - €12 Mn of swaps breakage.
(19) In France: SIIC (Société Immobilière d'Investissements Cotée) and in The Netherlands: FBI (Fiscal Investment Institution).
(20) It has been assumed here that the ORAs have a 100% equity component.

The average number of shares and ORAs[20] in issue during this period was 90,979,941.

Recurring Earnings per Share came to €9.19 in 2009, representing an increase of 7.11% compared to 2008.

IV. DISTRIBUTION

The Group will propose to the Annual General Meeting to declare a distribution of €8.00 per share.

This proposed distribution represents 87% of the recurring earnings per share and is in line with the established Group distribution policy.

The valuation result on the Group's assets has also affected the carrying value of the Rodamco Europe NV shares at the Group's Parent Company level. Due to Rodamco Europe NV's shares impairment, Unibail-Rodamco SE's 2009 result was a loss of €833.6 Mn. This loss will be assigned to retained earnings which are nil as at December 31, 2009. Therefore the proposed distribution, if voted by the Annual General Meeting, will be paid from additional paid-in capital which amounted to €8,476 Mn in Unibail-Rodamco's statement of financial position as at December 31, 2009[21].

Even if Unibail-Rodamco SE's 2009 result was a loss, the result of the SIIC sector within the Group resulted in a profit and thus created an obligation of distribution of €93.1 Mn. As this obligation cannot be fulfilled by the company's result or retained earnings, it will be pushed forward and fulfilled by dividends paid from future positive results, in accordance to SIIC tax rules.

The Group will pay the €8.00 distribution per share on May 10, 2010 if approved by the Annual General Meeting on April 28, 2010.
The distribution over the year 2010 will be paid in one instalment following the Annual General Meeting in 2011.

(21) Shareholders are advised to seek local tax advice on the tax treatment of this distribution from the premium reserve.

NET ASSET VALUE AS AT DECEMBER 31, 2009

Unibail-Rodamco's fully-diluted triple net liquidation NAV (Net Asset Value - owners of the parent) amounted to €128.20 per share as at December 31, 2009, down 15.2% from year-end 2008 and 2.7% from mid-year 2009. The total value reduction of €23.00 per share reflects the effect of marking to market of assets and liabilities of -€26.00 and the distributions during 2009 of -€5.75, offset by the recurring earnings and divestment results of net €8.75 per share.

I. PROPERTY PORTFOLIO

Overall, 2009 investment volumes in the European office and retail markets were significantly down on 2008, with a 42%[22] drop in traded value. Whereas in the first half of 2009 the very restricted and high cost funding caused a near stand-still of the investment market, a marked improvement occurred during the second half.

Driven by low base interest rates and decreased funding spreads during the second half of 2009, investors' interest improved significantly for prime product which caused a 71%[22] increase in transaction volume compared to the first half of the year. Buyers were primarily "equity players" taking advantage of the price corrections that have occurred in real estate across Europe. This renewed interest at the prevailing prices implies that for prime assets most of the price correction over the last two years is probably behind us, and that the market is very likely at or close to the bottom for top quality product with solid cash flows.

Given the inflexion point noticed at mid-year, this document takes not only the full-year view as usual but also presents changes versus June 30, 2009, as both half-year periods are very different.

Unibail-Rodamco's asset portfolio including transfer taxes decreased from €24,572 Mn at year-end 2008 to €22,313 Mn at December 31, 2009. On a like-for-like basis, the value of the overall portfolio decreased by €2,241 Mn net of investments, i.e. a drop of 9.8% compared with year-end 2008 and by €367 Mn (-1.7%) compared with mid-year 2009.

Asset portfolio valuation of Unibail-Rodamco (including transfer taxes)[a]	December 31, 2008[b]		June 30, 2009[b]		December 31, 2009		Like-for-like change net of investment - Full year 2009[c]		Like-for-like change net of investment - second half year 2009[c]	
	€Mn	%	€Mn	%	€Mn	%	€Mn	%	€Mn	%
Shopping centres	18,025	74%	16,807	74%	16,528	74%	-1,610	-9.5%	-283	-1.8%
Offices	4,490	18%	4,109	18%	3,926	18%	-399	-10.2%	-40	-1.1%
Convention-Exhibition centres[d]	1,724	7%	1,542	7%	1,541	7%	-218	-12.7%	-30	-1.9%
Services	333	1%	336	1%	318	1%	-14	-4.2%	-14	-4.2%
Total	**24,572**	**100%**	**22,794**	**100%**	**22,313**	**100%**	**-2,241**	**-9.8%**	**-367**	**-1.7%**

(a) Based on a full scope of consolidation, including transfer taxes and disposal costs (see §1.5 for Group share figures).
The portfolio valuation includes:
- the appraised value of the entire property portfolio (100% when fully consolidated, group share when consolidated under the proportional method).
- the market value of Unibail-Rodamco's equity holdings in companies consolidated under the equity method and loans granted to these companies (SCI Triangle des Gares, which owns the Euralille shopping centre in Lille/France and Comexposium, a trade shows organisation business).
(b) Due to a minor re-categorisation of Shopping City Süd (Vienna/Austria), the breakdown between offices and shopping centres slightly differs from year-end 2008 and mid-year 2009 publications.
(c) Principal changes in the scope of consolidation during the year:
- Acquisition of lots in Shopping City Süd (Vienna/Austria).
- Acquisition of a piece of land for Maquinista extension (Barcelona/Spain).
- Acquisition of Le Sextant and lots in Eiffel (under development), office buildings near Paris.
- Acquisition of Palais des Congrès d'Issy les Moulineaux (Convention-Exhibition centre in France).
- Disposal of part of the Dutch portfolio: several highstreet shops, several shopping centres and several lots in shopping centres as well as the Aegonplein 1-50 office building in The Hague.
- Disposal of 42 Iéna, 12 Mail, Cambon and Villeneuve Clichy office buildings in Paris.
Changes on a like-for-like basis do not include the changes listed above.
(d) Based on a full scope of consolidation; with a 50% ownership for most Convention-Exhibition centres, group share portfolio valuation as at December 31, 2009 is equal to €923 Mn (see §1.5).

(22) Source: CBRE.

Valuation methodology

The Group's property assets portfolio is valuated twice a year by external appraisers, who are rotated according to the SIIC ethics code published by FSIF.
Fees paid to appraisers are determined prior to the valuation campaign and are independent from the value of properties appraised.
A detail report, dated and signed is produced for each appraised property.
The appraisers appointed by the Group are chosen from a short list based on a number of solid qualifications, e.g. reputation, credibility, compliance with RICS (Royal Institute of Chartered Surveyors) and IVSC (International Valuation Standards Committee) and codes of conduct.
At year end 2009, the Group's property assets were appraised by the following:

Appraiser	Property location	% of total portfolio (in value)
DTZ	France/Central Europe/ Netherlands/Nordic countries	27%
CB Richard Ellis	France/Central Europe/ Nordic countries	24%
Jones Lang LaSalle	Austria/France/Central Europe/Spain/Netherlands	24%
Cushman & Wakefield	Austria/Central Europe/ Spain/Netherlands	13%
KPMG	France	6%
Savills	Nordic countries	2%
PwC	France	1%
At cost or under sale agreement		3%
		100%

None of them have received fees from the Group representing more than 10% of their turnover.

The valuation principles adopted are based on a multi-criteria approach. The independent appraiser determines the fair market value based on the results of two methods: the discounted cash flow and the yield methodologies. Furthermore, the resulting valuations are cross-checked against the initial yield and the fair market values established through actual market transactions.

Whereas during the first half of 2009 a large downward value correction took place, the second half and most notably the fourth quarter of 2009 has shown stabilisation in property investment markets. The second half contrasts with the first half of the year, when the company reported a shortage of representative ("benchmark") transactions. Investors are increasingly seeking to take advantage of the re-pricing that occurred since the start of the crisis. This increased interest, combined with improved availability of equity and credit, has led to the execution of more representative transactions and improved liquidity for large prime assets, which in turn has led to stabilisation of prime yields compared to June 30, 2009 valuations. Investors' interest remained focused on prime product with secure cash flow.

Some appraisers have observed that the volumes involved in investments in real estate remain relatively thin. Given the underlying macro-economic fundamentals, the markets may continue to show some volatility. Yet the increase in volumes towards the end of the year, combined with the increased investor appetite for transactions, gives a solid basis for the year-end 2009 valuations.

Valuation scope

As at December 31, 2009, independent experts have appraised 96.9% of Unibail-Rodamco's portfolio.

According to the new IFRS rules, Investment Properties Under Construction (IPUC) for which a value could be reliably determined, are required to be accounted for at fair value and were assessed by external appraisers.

Investment Properties Under Construction are taken at fair value once management considers that a substantial part of the development's uncertainty has been eliminated, such that a reliable fair value can be established. The company uses generic guidelines to establish the remaining level of risk, focusing notably on uncertainty remaining in construction and leasing.

Investment Properties Under Construction were valued using a discounted cash flow or yield method approach (in accordance with RICS and IVSC standards) as deemed appropriate by the independent appraiser. In some cases, both methods were combined to validate and cross-check critical valuation parameters.

Six Investment Properties Under Construction, stated at cost in 2008, were assessed at fair value as at December 31, 2009:

- Tour Oxygène, development of an office building in Lyon/ France.
- 5 shopping centres under construction: Donauzentrum extension (Vienna/Austria), Maquinista extension (Barcelona/Spain), Alma extension (Rennes/France), Buitenmere (Almere/The Netherlands) and Cours Oxygène (Lyon/France).

The Docks Vauban (Le Havre/France) project, recorded as Investment Properties Under Construction at mid-year 2009, was successfully opened in October 2009 and is now included in the standing portfolio (the asset was taken at fair value in both cases).

The remaining assets (3.1%) of the portfolio, which have not been externally appraised as at December 31, 2009, have been valued as follows:

- At cost for the Investment Properties Under Construction for which a reliable value could not yet be established (see above). These Investment Properties Under Construction at cost accounted for 2.6% of the value of Unibail-Rodamco's total portfolio. These mainly represent shopping centres under development (notably Badajoz in Spain and Lyon Confluence in France) and office developments (Phare and Majunga in La Défense/France and Eiffel in Levallois/France).
- At their acquisition cost for assets purchased during the preceding six-month period (lots in Saint Genis Laval/France and Le Sextant office building near Paris) representing 0.3% of the total portfolio.
- At disposal price for assets under sale agreement (18-20 Hoche office in Paris) representing 0.2% of the total asset portfolio.

1.1. Shopping Centre portfolio

The value of Unibail-Rodamco's shopping centre portfolio is the addition of the value of each individual asset. Accordingly, no value is placed on Unibail-Rodamco's market share, even though its market share is undoubtedly significant in this sector.

Evolution of Unibail-Rodamco's Shopping Centre portfolio valuation

The value of Unibail-Rodamco's Shopping Centre Portfolio decreased from €18,025 Mn to €16,528 Mn as at December 31, 2009, including transfer taxes and disposal costs:

Valuation 31/12/2008 (€Mn)	**18,025**	
Like for Like revaluation - 1H09	-1,327	(a)
Like for Like revaluation - 2H09	-283	
Revaluation of Non Like for Like assets	-87	(b)
Capex/Acquisitions	562	
Disposals	-346	
Constant Currency effect	-16	(c)
Valuation 31/12/2009 (€Mn)	**16,528**	

(a) vs. -€1,339 Mn communicated at mid-year 2009; the difference is due to the fact that disposals leave Like for Like scope.
(b) Non Like for Like assets regarding:
(i) Investment properties under construction taken at fair value previously booked at cost
(ii) Investment properties under construction remaining at cost (iii) Deliveries during 2009
(iv) Part of standing assets under extension.
(c) Composed of a currency loss of €26 Mn in Central Europe and of a €10 Mn currency gain in Nordic, before offsets from foreign currency loans and hedging programs.

Based on an asset value excluding estimated transfer taxes and disposal costs, the shopping centre division's net initial yield at December 31, 2009 came to 6.1% vs. 5.9% at mid-year 2009 and 5.4% at year-end 2008:

Shopping Centre portfolio by region	Valuation including transfer taxes in €Mn	Valuation excluding estimated transfer taxes in €Mn[(a)]	Net initial yield[(b)] Dec. 31, 2009	Net initial yield[(b)] June 30, 2009	Net initial yield[(b)] Dec. 31, 2008
France[(c)]	8,420	8,074	5.8%	5.6%	5.0%
Netherlands	2,307	2,158	6.3%	6.2%	5.9%
Nordic	1,610	1,588	5.9%	5.9%	5.3%
Spain	1,929	1,881	6.9%	6.7%	6.1%
Central Europe	1,071	1,052	7.2%	6.9%	6.5%
Austria	1,191	1,168	5.8%	5.6%	5.5%
Total	**16,528**	**15,921**	**6.1%**	**5.9%**	**5.4%**

(a) Valuation excluding estimated transfer taxes and disposal costs (see §2.6).
(b) Annualised rent (including latest indexation) net of expenses, divided by the value of the portfolio net of estimated transfer taxes and disposal costs. Shopping centres under development are not included in the calculation.
(c) For France, the effect of including Key Moneys in the Net Rental Income would increase net initial yield to 6.3% as at December 31, 2009, 6.1% as at June 30, 2009 and 5.5% as at December 31, 2008.

Based on the year-end yield of 6.1%, a further change of +25 basis points would result in a downward adjustment of €631 Mn (or -3.8%) of the shopping centre portfolio value (including transfer taxes and disposal costs).

Like for Like analysis

On a like-for-like basis, the value of the Shopping Centre portfolio, including transfer taxes and disposal costs and restated for capital expenditure, capitalised financial expenses, leasing expenses and eviction costs, came down by €1,610 Mn (or 9.5%) over the year. This breaks down into +2.4% from the increase in revenues of shopping centres and -11.9% due to changes in yield.

Shopping Centre - Like for Like (LxL) change[(a)]				
Full year 2009	Like for Like change in €Mn	Like for Like change in %	LxL change - Rent impact	LxL change - Yield impact
France	-792	-9.3%	4.7%	-14.0%
Netherlands	-109	-4.7%	3.4%	-8.1%
Nordic	-244	-13.5%	-1.7%	-11.8%
Spain	-269	-13.1%	-1.8%	-11.3%
Central Europe	-150	-12.9%	0.5%	-13.4%
Austria	-46	-4.4%	2.3%	-6.7%
Total	**-1,610**	**-9.5%**	**2.4%**	**-11.9%**

(a) Like for like change net of investments from December 31, 2008 to December 31, 2009.

During the second half of 2009, the decrease in value was limited to €283 Mn or -1.8% of which +0.9% from the increase in revenues of shopping centres and -2.7% due to changes in yield.

Shopping Centre - Like for Like (LxL) change[(a)]				
Second half-year 2009	Like for Like change in €Mn	Like for Like change in %	LxL change - Rent impact	LxL change - Yield impact
France	-82	-1.0%	2.6%	-3.6%
Netherlands	-36	-1.6%	1.6%	-3.2%
Nordic	-68	-4.2%	-3.0%	-1.2%
Spain	-63	-3.4%	-1.7%	-1.7%
Central Europe	-30	-2.9%	0.8%	-3.7%
Austria[(b)]	-4	-0.4%	0.2%	-0.6%
Total	**-283**	**-1.8%**	**0.9%**	**-2.7%**

(a) Like for like change net of investments from June 30, 2009 to December 31, 2009.
(b) First half-year rent and yield impacts for Austria have been restated since last publication because of the re-categorisation of a small portion of Shopping City Süd space from retail to office.

Shopping centre development and extension projects

Shopping centre development and extension projects have been either assigned a market value, where possible, or taken at cost[(23)]. These development and extension projects mainly comprise:

- Investment Properties Under Construction at fair value (5 shopping centres, see previous page).
- Investment Properties Under Construction at cost, notably: Lyon Confluence, Versailles-Chantiers, the Eiffel project in Levallois, the Aéroville project (Paris Charles de Gaulle airport) in France as well as Badajoz in Spain.
- In Spain, a €17 Mn impairment was recognised for the year on land in view of market developments.

(23) See "valuation scope" on previous page on the valuation of Investment Property Under Construction (IPUC).

1.2. Office portfolio

Evolution of Unibail-Rodamco's Office portfolio valuation

The value of the Office Portfolio decreased from €4,490 Mn to €3,926 Mn at December 31, 2009, including transfer taxes and disposal costs:

Valuation 31/12/2008 (€Mn)	**4,490**	
Like for Like revaluation - 1H09	-359	(a)
Like for Like revaluation - 2H09	-40	
Revaluation of Non Like for Like assets	11	(b)
Capex / Acquisitions	257	
Disposals	-435	
Constant Currency effect	2	(c)
Valuation 31/12/2009 (€Mn)	**3,926**	

(a) vs. - €403 Mn communicated at mid-year 2009; the difference is due to the fact that disposals leave Like for Like scope.
(b) Non Like for Like assets regarding investment properties under construction taken at fair value and transfer from Retail (Shopping City Süd).
(c) Composed of currency gain of €2 Mn on Nordic, before offsets from foreign currency loans and hedging programs.

The split by region of the total portfolio is the following:

Valuation of Office portfolio - 31/12/2009	Valuation (including transfer taxes)	
	€Mn	%
France	3,464	88.3%
Netherlands	169	4.3%
Nordic	229	5.8%
Spain - Central Europe (CE) - Austria	64	1.6%
Total	**3,926**	**100%**

For occupied offices and based on an asset value excluding estimated transfer taxes and disposal costs, the Office division's net initial yield at December 31, 2009 increased by 60 basis points vs. year-end 2008.

Valuation of occupied office space - 31/12/2009	Valuation including transfer taxes in €Mn[(a)]	Valuation excluding estimated transfer taxes in €Mn[(a)]	Net initial yield[(b)] Dec. 31, 2009	Net initial yield[(b)] June 30, 2009	Net initial yield[(b)] Dec. 31, 2008
France	3,120	3,017	6.8%	6.9%	6.2%
Netherlands	141	132	9.6%	9.6%	8.4%
Nordic	218	215	7.6%	7.5%	6.9%
Spain - CE - Austria	61	59	7.6%	7.9%	7.5%
Total	**3,540**	**3,423**	**7.0%**	**7.1%**	**6.4%**

(a) Valuation of occupied office space as at December 31, 2009, based on the appraiser's allocation of value between occupied and vacant space.
(b) Annualised rent (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and disposal costs.

Based on the year-end yield of 7.0%, a further change of +25 basis points would result in a downward adjustment of €127 Mn (or -3.2%) of the total office portfolio value (occupied and vacant space, including transfer taxes and disposal costs).

Like for Like analysis

The value of Unibail-Rodamco's office portfolio, including transfer taxes and disposal costs, and after accounting for the impact of capital expenditure and capitalised financial and leasing expenses, has decreased on a like-for-like basis by €399 Mn (or 10.2%) over the year. This breaks down into -0.5% from the rents and lettings and -9.7% due to changes in yield.

Office - Like for Like (LxL) change[(a)]				
Full year 2009	Like for Like change in €Mn	Like for Like change in %	LxL change - Rent impact	LxL change - Yield impact
France	-335	-9.8%	-0.4%	-9.4%
Netherlands	-40	-19.4%	-2.5%	-16.9%
Nordic	-16	-6.7%	0.7%	-7.4%
Spain - CE - Austria	-8	-14.5%	-1.5%	-13.0%
Total	**-399**	**-10.2%**	**-0.5%**	**-9.7%**

(a) Like for like change net of investments from December 31, 2008 to December 31, 2009.

During the second half of 2009, the decrease in value was limited to €40 Mn or 1.1% of which -1.5% from revenues of office buildings and +0.4% due to changes in yield.

Office - Like for Like (LxL) change[(a)]				
Second half-year 2009	Like for Like change in €Mn	Like for Like change in %	LxL change - Rent impact	LxL change - Yield impact
France	-19	-0.6%	-2.1%	1.5%
Netherlands	-14	-7.5%	4.2%	-11.7%
Nordic	-6	-2.6%	-1.2%	-1.4%
Spain - CE - Austria[(b)]	-1	-1.3%	1.4%	-2.7%
Total	**-40**	**-1.1%**	**-1.5%**	**0.4%**

(a) Like for like change net of investments from June 30, 2009 to December 31, 2009.
(b) For Spain-CE-Austria, the negative yield impact, despite a net initial yield decrease, is due to a slight difference in calculation scope.

French Office Portfolio

Unibail-Rodamco's French office portfolio split by sector is the following:

French Office portfolio by sector - 31/12/2009	Valuation (including transfer taxes)	
	€Mn	%
Paris CBD	1,282	37%
Neuilly-Levallois-Issy	615	18%
La Défense	1,443	41%
Other	124	4%
Total	**3,464**	**100%**

For occupied offices and based on an asset value excluding estimated transfer taxes and disposal costs, the French Office division's yield at December 31, 2009 came to 6.8%. This yield was 60 basis points higher than at year-end 2008.

Valuation of French occupied office space - 31/12/2009	Valuation including transfer taxes in €Mn(a)	Valuation excluding estimated transfer taxes in €Mn(a)	Net initial yield (b)	Average price €/m²(c)
Paris CBD	1,250	1,224	6.2%	12,988
Neuilly-Levallois-Issy	514	487	7.7%	4,492
La Défense	1,257	1,209	7.0%	6,659
Other	99	97	8.7%	3,102
Total	**3,120**	**3,017**	**6.8%**	**7,128**

(a) Valuation of occupied office space as at December 31, 2009, as based on the appraiser's allocation of value between occupied and vacant space.
(b) Annualised rent (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and disposal costs.
(c) Average price, excluding estimated transfer taxes, per m2 for occupied office space as based on the appraiser's allocation of value between occupied and vacant space.
For parking spaces, average price was restated on the basis of €30,000 per space for Paris CBD and Neuilly-Levallois-Issy and €15,000 for other areas.
Average price for 'Paris CBD' and 'Other' significantly vary vs. mid-year publication due to the change of scope (disposal of 12 Mail and Cambon for Paris CBD and of Villeneuve Clichy for Other).

1.3. Convention-Exhibition Portfolio

The value of Unibail-Rodamco's convention-exhibition centre portfolio is derived from the combination of the value of each individual asset.

Valuation methodology

The valuation methodology adopted by KPMG for the venues is mainly based on a discounted cash flow model applied to total net income projected over the life of the concession or leasehold, if it exists or otherwise over a 10-year period, with an estimation of the asset's value at the end of the given time period, based either on the residual contractual value for concessions[24] or on capitalised cash flows over the last year.

The valuations carried out by KPMG took into account total net income, which comprised net rents and ancillary services, as well as net income from car parks.

The cost of maintenance works, major repairs, refurbishments, redevelopments and extensions, as well as concession or leasehold fees, are included in projected cash flow figures.

The valuation methodology used by DTZ Eurexi to determine the fair market value of the Méridien-Montparnasse hotel asset at December 31, 2009 consists in capitalising the fixed portion of annual income, plus discounting cash flows representing the variable portion of rents. The discounted cash flow model has been adopted for the Cnit-Hilton hotel (operating under an operational lease agreement).

Evolution of the Convention-Exhibition Centres valuation

The value of Convention-Exhibition centres (including hotels), including transfer taxes and disposal costs, came to €1,541 Mn[25] as at December 31, 2009:

Valuation 31/12/2008 (€Mn)	**1,724**	(a)
Like for Like revaluation - 1H09	-188	
Like for Like revaluation - 2H09	-30	
Capex/Acquisitions	35	
Disposals	-	
Valuation 31/12/2009 (€Mn)	**1,541**	(b)

(a) Composed of €1.527 Mn for Viparis and €197 Mn for Hotels.
(b) Composed of €1.373 Mn for Viparis and €168 Mn for Hotels.

On a like-for-like basis, net of investments, the value of Convention and Exhibition properties is down €218 Mn or -12.7% compared with year-end 2008. During the second half of 2009, the decrease was limited to €30 Mn or -1.9%:

Convention-Exhibition - Like for Like change net of investment	Full year 2009		Second half-year 2009	
	€Mn	%	€Mn	%
Viparis(a)	-188	-12.3%	-29	-2.1%
Hotels	-30	-15.4%	-1	-0.6%
Total	**-218**	**-12.7%**	**-30**	**-1.9%**

(a) Viparis includes all of the Group's Convention-Exhibition centres (of which 50% of Palais des Sports).

On a like-for-like basis and net of investments, the value of the Convention-Exhibition venues (Viparis) decreased by 12.3% compared to year-end 2008 and by 2.1% compared to mid-year 2009. The decline resulted from an increase of the discount rate and the amortisation of another year of the Porte de Versailles lease (end in December 2026) with the City of Paris.

Based on these valuations, the average EBITDA yield on Viparis at December 31, 2009 (recurring operating profit divided by the value of the asset, excluding transfer taxes) was 9.0%.

The value of the Cnit-Hilton and Méridien-Montparnasse hotels in Paris decreased over the year by a total of €30 Mn (-15.4%) and was almost flat over the second half year (-0.6%).

The Lyon Confluence Hotel project is valued at cost.

1.4. Services

Services portfolio is composed of:

- Comexposium, a trade show organisation business.
- Espace Expansion and Rodamco Gestion, companies specialised in the promotion, marketing and management of property assets.

(24) For Porte de Versailles, a concession renewal probability of 33% was assumed by the appraiser.
(25) Based on a full scope of consolidation, including transfer taxes and disposal costs (see §1.5 for Group share figures).

PricewaterhouseCoopers appraised as at December 31, 2009 the Services portfolio in order to include at their market value all significant intangible assets in the portfolio and in the calculation of Unibail-Rodamco's NAV. Intangible assets are not revalued but maintained at cost or at amortised cost on Unibail-Rodamco's consolidated statement of financial position.

PricewaterhouseCoopers valued the Services portfolio mainly using the discounted cash flow method based on their business plans. A market-based (peer comparison) approach was also used by PricewaterhouseCoopers to cross-check the resulting valuations.

The decrease of €14 Mn (-4.2%) over the year on a like for like basis is mainly due to the decline in forecasted cash flow of Comexposium.

1.5. Group share figures for the Property Portfolio.

Figures above are based on a full scope of consolidation. The following table also provides the group share level (in gross market value):

	Full scope of consolidation		Group Share	
Asset portfolio valuation - 31/12/2008	€Mn	%	€Mn	%
Shopping centres(a)	18,025	74%	16,536	74%
Offices	4,490	18%	4,477	20%
Convention-Exhibition centres	1,724	7%	1,041	5%
Services	333	1%	333	1%
Total	**24,572**	**100%**	**22,387**	**100%**

Asset portfolio valuation - 31/12/2009	€Mn	%	€Mn	%
Shopping centres	16,528	74%	15,188	75%
Offices	3,926	18%	3,916	19%
Convention-Exhibition centres	1,541	7%	923	5%
Services	318	1%	318	1%
Total	**22,313**	**100%**	**20,345**	**100%**

Like for Like change - net of Invt - 2009	€Mn	%	€Mn	%
Shopping centres	-1,610	-9.5%	-1,499	-9.7%
Offices	-399	-10.2%	-398	-10.2%
Convention-Exhibition centres	-218	-12.7%	-141	-13.6%
Services	-14	-4.2%	-14	-4.2%
Total	**-2,241**	**-9.8%**	**-2,052**	**-9.9%**

Like for Like change - net of Invt - 2009 - Split rent/yield impact	Rent impact %	Yield impact %	Rent impact %	Yield impact %
Shopping centres	2.4%	-11.9%	2.7%	-12.4%
Offices	-0.5%	-9.7%	-0.4%	-9.8%

Net Initial Yield	Dec. 31, 2009	Dec. 31, 2008	Dec. 31, 2009	Dec. 31, 2008
Shopping centres	6.1%	5.4%	6.1%	5.5%
Offices - occupied space	7.0%	6.4%	7.0%	6.4%

(a) The group share value as at December 31, 2008 has been slightly restated since previous publication notably due to the minor re-categorisation of Shopping City Süd from retail to office.

2. Triple net NAV calculation

Triple net liquidation NAV is calculated by adding to consolidated shareholders' equity (Owners of the parent), as shown on the consolidated statement of financial position (under IFRS) several items as described hereafter.

2.1. Consolidated shareholders' equity

At December 31, 2009, consolidated shareholders' equity (Owners of the parent) came to €11,316.3 Mn.

Shareholders' equity (Owners of the parent) incorporated net recurring profit of €836.3 Mn and - €2,304.0 Mn of fair value adjustments on property assets and on derivative financial instruments and of capital gain on sales of properties.

The debt component of the ORAs, recognised in the financial statements (€0.4 Mn) was added to shareholders' equity for the calculation of NAV. At the same time, all ORAs were treated as equity shares.

No amount payable to shareholders was recognised as at December 31, 2009.

2.2. Adjustments linked to combination with Rodamco

The remaining goodwill (€141.8 Mn) which corresponds to the value of tax optimisation on Rodamco's assets at the date of the combination was deducted, as the optimisation of deferred taxes and transfer taxes was computed for the Unibail-Rodamco portfolio as a whole (see below).

Following the IAS 40 amendment, projects under development for which a fair value can be reliably determined are taken at fair value. Other projects remain at cost less impairment, where applicable. As a consequence, the previous adjustment, made on pipeline revaluation for NAV calculation, is no longer required.

2.3. Unrealised capital gains on intangible assets

The appraisal of Espace Expansion and Rodamco Gestion and of the goodwill of Paris Nord Villepinte / Palais des Congrès de Paris / Palais des Congrès de Versailles and Issy les Moulineaux gave rise to an unrealised capital gain of €104.2 Mn which was added for the NAV calculation.

2.4. Mark-to-market value of debt

In accordance with IFRS rules, derivative financial instruments and the ORNANE[26] were recorded on Unibail-Rodamco's statement of financial position at their fair value and their impact included in the P&L and thus in the consolidated shareholders' equity.

(26) Share settled bonds convertible into new and/or existing shares – see Financial Resources note.

Only fixed-rate debt was not accounted for at its fair value: nominal value for ex-Unibail debt and fair value at the date of the combination (June 30, 2007) for ex-Rodamco debt. Taking fixed rate debt at its fair value would have had a negative impact of €128.6 Mn. This impact was taken into account in the NAV calculation.

The ORNANE being in the money, their fair value was restated for the NAV calculation (€189.0 Mn) and their potential dilutive effect was taken into account.

2.5. Adjustment of capital gains taxes

In accordance with accounting standards, deferred tax on property assets was calculated on a theoretical basis on the consolidated statement of financial position as at December 31, 2009. For the purpose of the NAV calculation, deferred tax on unrealised capital gains on assets not qualifying for tax exemption (SIIC) has been added back and replaced by taxes actually payable, should a disposal take place. In The Netherlands, the Group expects to lose its status as FBI for its Dutch activities in 2010. For these Dutch activities, at December 31, 2009 the properties were recognised at market value for both book and tax purposes; consequently no deferred tax was booked and no restatement needed.

In total, this resulted in an adjustment of €243.4 Mn to the NAV calculation.

2.6. Restatement of transfer taxes and disposal costs

Transfer taxes are estimated after taking into account the disposal scenario minimising these costs: sale of the asset or of the company that owns it, provided the anticipated method is achievable, which notably depends on the net book value of the asset. This estimation is carried out on a case-by-case basis on each individual asset, according to the local tax regime.

As at December 31, 2009, these estimated transfer taxes and other disposal costs compared to transfer taxes and costs already deducted from asset values on the statement of financial position (in accordance with IFRS) came to an adjustment of €190.4 Mn.

2.7. Treasury shares and securities giving access to share capital

Unibail-Rodamco did not hold treasury shares as at December 31, 2009.

Dilution coming from securities giving access to share capital was computed when such instruments came in the money.

The exercise of stock-options whose price was below share price[27] at December 31, 2009, would have led to a rise in the number of shares of 2,112,567 increasing shareholders' equity by €224.7 Mn.

The full conversion of the ORNANE would lead to the issue of 189,288 new shares without any shareholders' equity increase.

As at December 31, 2009, the fully-diluted number of shares taken into account for the NAV calculation totalled 93,586,481.

(27) Until December 31, 2008, all stock options were taken into account to calculate the fully-diluted number of shares, regardless of the share price.

2.8. Unibail-Rodamco's triple net liquidation NAV

Unibail-Rodamco's triple net liquidation NAV (Owners of the parent) thus stood at €11,998.0 Mn or €128.20 per share (fully-diluted) as at December 31, 2009, a decrease of 15.2% compared with year-end 2008 and of 2.7% compared with mid-year 2009.

Value reduction during the year amounted to €17.25 per share, by adding back to the NAV decrease of €23.00 per share, the €5.75 dividend paid out in 2009.

Unibail-Rodamco Triple net liquidation NAV (€Mn)	Dec. 31, 2008	June 30, 2009	Dec. 31, 2009
Consolidated shareholders' equity	**12,885.2**	**11,278.3**	**11,316.3**
Amounts owed to shareholders	**142.6**	**191.5**	**-**
Bonds redeemable for shares (restatement of debt component)	**224.6**	**146.6**	**0.4**
Amounts owed to bonds redeemable for shares	**15.2**	**1.6**	**-**
Deduction of the goodwill on exchange offer	**-174.0**	**-152.3**	**-141.8**
Deduction of pipeline fair value recognised in PPA(1)	**-36.1**	**-**	**-**
Fair value adjustment			
Intangible asset(2)	99.6	102.2	104.2
Fixed-rate debt	132.8	-4.6	-128.6
ORNANE(3)			189.0
Adjustment to taxes(4)	**290.3**	**276.1**	**243.4**
Adjustment to transfer taxes and disposal costs(5)	**204.0**	**197.0**	**190.4**
Impact of rights giving acces to share capital			
Potential impact of stock options granted	343.6	96.3	224.7
Triple net liquidation NAV (EPRA "Diluted NNNAV")	**14,127.8**	**12,132.7**	**11,998.0**
Fully diluted number of shares	93,465,395	92,132,064	93,586,481
Fully diluted triple net liquidation NAV per share	**€151.2**	**€131.7**	**€128.2**
% Change over 6 months		**-12.9%**	**-2.7%**
% Change over 1 year			**-15.2%**

(1) Following the IAS40 amendment, the previous adjustment on pipeline revaluation is no longer required (see paragraph 2.2).
(2) Espace Expansion and Rodamco Gestion, and goodwill of Paris-Nord Villepinte, Palais des Congrès Paris, Palais des Congrès Versailles and Palais des Congrès Issy-les-Moulineaux.
(3) ORNANE, being in the money, are considered fully converted with dilution effect.
(4) Deferred tax on unrealised capital gains on property assets (statement of financial position) minus Actual tax.
(5) Taxes already deducted from value of assets (statement of financial position) minus Actual transfer taxes.

NAV as at December 31, 2009 is reconciled with NAV as at June 30, 2009 and as at December 31, 2008 in the following table:

	Dec. 08 to June 09	June 09 to Dec. 09	Dec. 08 to Dec. 09
Fully diluted NAV per share	**€151.20**	**€131.70**	**€151.20**
Revaluation of property assets	-€17.58	-€4.28	-€21.86
Retail	*-€12.18*	*-€4.00*	*-€16.18*
Offices	*-€4.21*	*€0.10*	*-€4.11*
Convention & Exhibition	*-€1.19*	*-€0.39*	*-€1.58*
Capital gain on disposals	€0.07	-€0.53	-€0.46
Recurring net profit	€4.63	€4.30	€8.93
Distribution	-€3.50	-€1.96	-€5.46
Mark-to-market of debt and financial instruments	-€3.24	-€1.16	-€4.40
Variation in transfer taxes & deferred taxes adjustments	€0.09	-€0.74	-€0.65
Other	€0.03	€0.87	€0.90
Fully diluted NAV per share	**€131.70**	**€128.20**	**€128.20**

FINANCIAL RESOURCES

In 2009, the financial market environment saw short term interest rates decreasing, credit spreads gradually tightening and liquidity improving. In this environment, Unibail-Rodamco raised €2.1 Bn of new medium to long term debt, accessing diversified types of markets (convertible bond market, public and private bond market and bank market).
Financial ratios are maintained at healthy levels with a Loan to Value (LTV) of 32% as at December 31, 2009, an interest coverage ratio of 3.9x and an average cost of debt limited to 4.0% in 2009.

1. Debt structure at December 31, 2009

Unibail-Rodamco's consolidated nominal financial debt at December 31, 2009 amounted to €7,365 Mn.

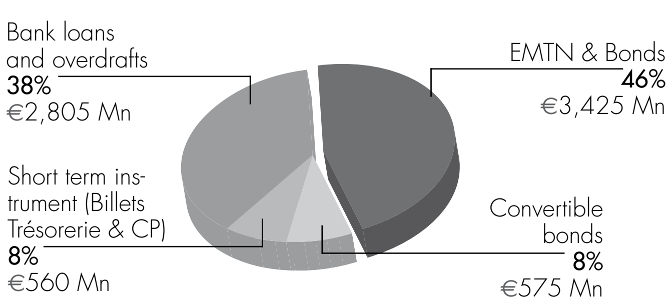
This financial debt includes the €575 Mn of net share settled bonds convertible into new and/or existing shares of Unibail-Rodamco (ORNANE) for 100% of their nominal value while the ORA is treated as equity[28].

1.1. Debt breakdown

Unibail-Rodamco's nominal financial debt as at December 31, 2009 breaks down as follows:

- €3,425 Mn in bond issues, of which €1,425 Mn in Euro Medium Term Notes (EMTN) of Unibail-Rodamco's programme and €1,500 Mn in EMTN of Rodamco Europe's programme, the remainder, €500 Mn, in Rodamco Europe bonds;
- €575 Mn in ORNANE;
- €560 Mn short term issues in commercial paper (*billets de trésorerie* and Euro Commercial Paper)[29];
- €2,805 Mn in bank loans, including €1,930 Mn in corporate loans, €866 Mn in mortgage loans and €9 Mn in bank overdrafts.

No loans were subject to prepayment clauses linked to the Group's ratings[30].



1.2. Funds Raised

Medium to long term financing transactions completed in 2009 amounted to €2,149 Mn and include:

- The signing of medium to long term loans with banks for €754 Mn including:
  (i) A 5-year club deal loan of €350 Mn signed in June 2009;
  (ii) €404 Mn of bilateral loans with a maturity ranging between 2 years and 5 years including the net increase of loans refinanced in the course of 2009;
- The issue in April 2009 of €575 Mn of convertible bonds (ORNANE). The ORNANE have the following features[31]:
  o 3.50% coupon;
  o Duration of 5.7 years at issuance;
  o Exercise price of €146.36 at issuance corresponding to a 30% issue premium;
  o Upon conversion, the lower of the share price and nominal value is paid in cash and the optional value is paid in shares, thereby limiting the dilution impact for the Group.
- Private placements amounting to €320 Mn split as follows:
  o €70 Mn of inflation indexed bond swapped back to 3-month Euribor for a 10-year maturity;
  o €100 Mn of 10-year CMS[32] indexed bond swapped back to 3-month Euribor for a 10-year maturity;
  o €150 Mn of fixed rate bond for an 8-year maturity.
- The issue in September 2009 of a €500 Mn bond with the following features:
  o 4.625% coupon;
  o Duration of 7 years at issuance.

As the market improved, with the Group's 5-year Credit Default Swap (CDS) moving from 520 bps on January 1, 2009 to 70 bps on December 31, 2009, financing conditions for Unibail-Rodamco have clearly evolved in the course of 2009:
- 206 bps spread on average on €754 Mn of bank debt raised in 2009 with a 4.3-year average maturity;
- 168 bps spread on average on €820 Mn of bonds[33] raised in 2009 with a 7.8-year average maturity;
- leading to an average spread of 186 bps on bank and bond medium to long term debt raised with a 6.2-year average maturity.

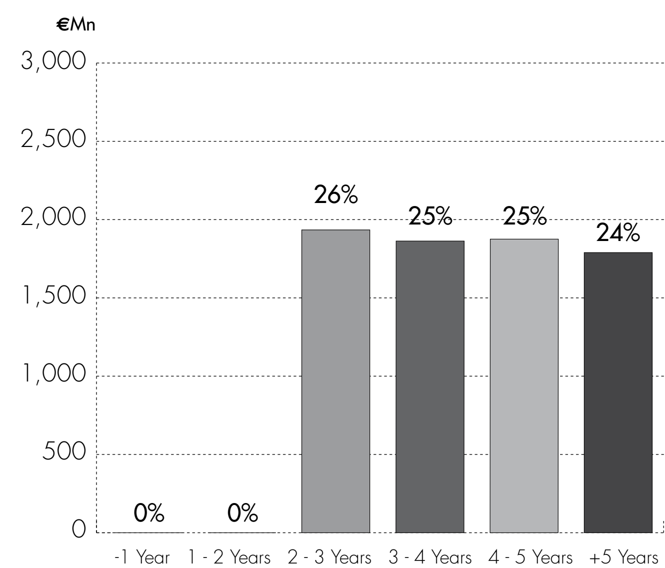
- Other new financial resources were obtained from the money market by issuing commercial paper. The average amount of commercial paper outstanding in 2009 was €475 Mn, including €424 Mn of *Billets de Trésorerie* and €51 Mn of Euro Commercial Paper raised on average during 2009 (maturity of up to 4 months). *Billets de trésorerie* were raised over 2009 at an average margin of 10 bps above Eonia and Euro Commercial Paper at an average margin of 3 bps above Euribor.

As at December 31, 2009, the total amount of undrawn credit lines came to €3,478 Mn.

In January 2010, €225 Mn of credit lines have been cancelled and €200 Mn of bank loans repaid in view of their cost.

1.3. Debt maturity

The following chart illustrates Unibail-Rodamco's debt as at December 31, 2009 after the allocation of the confirmed credit lines (including the undrawn part of the bank loans) by date of maturity and based on the residual life of its borrowings.



Nearly 75% of the debt had a maturity of more than 3 years as at December 31, 2009 (after taking into account undrawn credit lines).

The average maturity of the Group's debt as at December 31, 2009, taking into account the confirmed unused credit lines, stood at 4.5 years (4.4 years as of December 31, 2008).

Liquidity needs

Unibail-Rodamco's immediate debt repayment needs are largely covered by the available undrawn credit lines: the amount of bonds or bank loans outstanding as at December 31, 2009 and maturing or amortising in 2010 is €522 Mn. In 2011, the amount is €1,186 Mn to be compared with €3,478 Mn of undrawn credit lines outstanding as at December 31, 2009.

1.4. Average cost of Debt

Unibail-Rodamco's average cost of debt came to 4.0% over 2009 (4.2% over 2008). This average cost of debt results from the level of margins on existing borrowings, the low interest rate environment in 2009, the cost of the Group's hedging instruments and the cost of carry of the undrawn credit lines.

2. Ratings

Unibail-Rodamco is rated by the rating agencies Moody's and Standard & Poor's.

Standard & Poor's confirmed its long term rating "A" and its short term rating "A1" with a stable outlook in March 2009.

Moody's confirmed the Group's long term rating of "A3", also with a stable outlook in June 2009.

3. Market risk management

Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. Unibail-Rodamco's risk is limited to interest rate fluctuations on the loans it has taken out to finance its investments and maintain the cash position it requires, as well as to exchange rate fluctuations due to the Group's international activities in countries outside the Euro-zone. The Group is not exposed to any equity risks.

Unibail-Rodamco's risk management policy aims to limit the impact of interest rate fluctuations on profit, while minimising the overall cost of debt. To achieve these objectives, the Group uses derivatives, mainly caps and swaps, to hedge its interest rate exposure through a macro hedging policy. Market transactions are confined exclusively to these interest rate hedging activities, which are managed centrally and independently.

(28) ORA (= Obligations Remboursables en Actions Unibail-Rodamco).
The €0.4 Mn of the ORA recognised as debt is included in shareholders' funds – this approach is consistent with treatment of the ORA by S&P.
(29) Short term paper is backed by confirmed credit lines (see 1.2).
(30) Barring exceptional circumstances (change in control).
(31) For more details please refer to the AMF prospectus (dated April 21 2009, n°09-104).
(32) CMS: Constant Maturity Swap.
(33) Excluding convertible bonds.

To manage exchange rate risk, the Group aims to limit its net exposure by raising debt in local currency, by using derivatives and by buying or selling foreign currencies at spot rates.

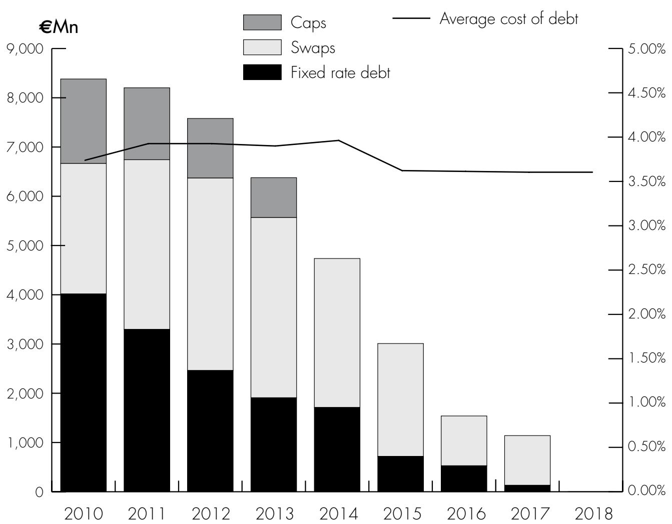
Due to its use of derivatives to minimise its interest rate and currency risk, the Group is exposed to potential counterparty defaults. The counterparty risk is the risk of replacing the derivative transactions at current market rates in the case of default.

3.1. Interest rate risk management

Interest rate hedging transactions

During 2009, Unibail-Rodamco took the opportunity of the low interest rate environment to reinforce its already existing hedging portfolio for the years 2011 to 2013. In particular, it entered into €300 Mn of 3-year collars beginning in 2011.

Annual projection of average hedging amounts and fixed rate debt (€Mn – as at December 31, 2009)



The graph above shows:

- The part of debt which is kept at fixed rate, corresponding mainly to Rodamco's bonds.
- The hedging instruments used to hedge the variable rate loans and fixed rate debt immediately converted into variable-rate debt through the Group's macro hedging policy.

At the beginning of 2010, in view of its over-hedged position after the fixed rate debt raised in 2009 and reduction of debt level, Unibail-Rodamco cancelled €1.2 Bn swaps and €400 Mn of collars. It also put in place €750 Mn collars covering 4 years beginning in 2010.

Note that, when applying IFRS, Unibail Holding did not opt to classify its financial hedging instruments as a cash flow hedge. As a result, any fair value changes in these instruments are recognised in the income statement.
As for Rodamco Europe, it applied a cash flow hedge accounting policy according to IFRS for some of its derivative instruments.

Measuring interest rate exposure

As at December 31, 2009, net financial debt stood at €7,100 Mn, excluding partners' current accounts and after taking cash surpluses into account (€265 Mn).

The outstanding debt was hedged in totality against an increase in variable rates, based on debt outstanding as at December 31, 2009 through both:

- Debt kept at fixed rate.
- Hedging in place as part of Unibail-Rodamco's macro hedging policy. Part of this hedging is made of caps and collars which will allow the Group to benefit to a certain extent from the decrease of short-term interest rates in 2010.

Based on Unibail-Rodamco's debt situation as at December 31, 2009[34], if interest rates (Euribor, Stibor or Libor) were to rise by an average of 0.5%[35] (50 basis points) during 2010, the resulting increase in financial expenses would have an estimated negative impact of €8.8 Mn on the recurring net profit. A further rise of 0.5% would have an additional adverse impact of €11.4 Mn. Conversely, a 0.5% (50 basis points) drop in interest rates would reduce financial expenses by an estimated €8.8 Mn and would enhance 2010 recurring net profit by an equivalent amount.

3.2. Managing and measuring currency risk exposure

The Group has activities and investments in countries outside the Euro-zone, primarily in Sweden. When converted into euros, the income and value of the Group net investment may be influenced by fluctuations in exchange rates against the euro. Wherever possible, the Group aims to match foreign currency income with expenses in the same currency, reducing the exchange effects on earnings volatility and net valuation of the investment. Translation risks are hedged by either matching cash investments in a specific currency with debt in the same currency, or using derivatives to achieve the same risk management-driven goal. Currency risk during the building period of pipeline investments is covered as early as possible after signing of the actual building contract. Other monetary assets and liabilities held in currencies other than the euro are managed by ensuring that net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short term balances.

(34) *And including the derivatives trades made in January 2010.*
(35) *The eventual impact on exchange rates due to this theoretical increase of 0.5% in interest rates is not taken into account; theoretical impacts of rise in interest rates are calculated above a Euribor, a Stibor and a Libor of 0.70%.*

Currency hedging transactions

To enhance its hedging instruments, during H1 2009, the Group put in place cross currency swaps transactions (replacing maturing foreign exchange swaps): 2-year cross currency swaps (SEK/EUR) have been put in place for a nominal amount of SEK3,385 Mn.

Measuring currency exposure

Main foreign currency positions (in €Mn)

Currency	Assets	Liabilities	Net exposure	Hedging Instruments	Exposure net of hedges
SEK	1,413.5	-362.4	1,051.1	-672.0	379.1
DKK	286.7	-76.5	210.2	-127.3	82.9
HUF	1.0	-	1.0	-	1.0
USD	175.1	-15.7	159.4	-30.2	129.2
CZK	0.1	-153.2	-153.1	153.6	0.5
PLN	0.2	-0.9	-0.7	-	-0.7
Total	**1,876.6**	**-608.7**	**1,267.9**	**-676.0**	**591.9**

The main exposure kept is in Swedish Krona. A decrease of 10% in the SEK/EUR exchange rate would have a €34 Mn negative impact on shareholders' equity.
The sensitivity of the 2010 recurring result[36] to a 10% depreciation in the SEK/EUR exchange rate is limited to €5 Mn.

4. Financial structure

As at December 31, 2009, the portfolio valuation (including transfer taxes) of the Unibail-Rodamco group amounted to €22,313 Mn.

Debt ratio

As of December 31, 2009, the Loan-to-Value ratio (LTV) calculated for Unibail-Rodamco came to 32% in line with the level recorded at December 31, 2008 (30%). The slight increase of the ratio mainly results from the decrease in the fair market value of the portfolio.

Interest coverage ratio

The interest coverage ratio (ICR) for Unibail-Rodamco came to 3.9x for 2009. It is in line with the solid levels achieved in recent years (3.8x in 2008). This level was realised as a result of: (i) the low level of the Group's average debt, (ii) the tightly controlled cost of debt and (iii) stable income.

Financial ratios	Dec. 31, 2009	Dec. 31, 2008
LTV[37]	32%	30%
ICR[38]	3.9x	3.8x

Those ratios show ample headroom vis-à-vis bank covenants usually set at 60% for LTV and 2x for ICR.

As at December 31, 2009, 88% of the Group's[39] credit facilities and bank loans allowed indebtedness amounting to 60% or more of total asset value.

There are no financial covenants (such as LTV or ICR) in the EMTN and the CP programs.

(36) *The sensitivity is measured by applying a change in exchange rate to the net revenues in SEK (net rents – financial expenses - taxes), based on an EUR/SEK exchange rate of 10.3549.*

(37) *Loan-to-Value (LTV) = Net financial debt / Total portfolio valuation including transfer taxes.*
(38) *Interest Cover Ratio (ICR) = Recurring Ebitda / Recurring Net Financial Expenses (including capitalised interest); Recurring Ebitda being calculated as [total recurring operating results and other income less general expenses, excluding depreciation and amortisation].*
(39) *Credit facilities and bank loans taken at Corporate level, ie at Unibail-Rodamco SE, Rodamco Europe NV or Rodamco Europe Finance BV level, and excluding loans in other subsidiaries.*

HUMAN RESOURCES

In 2009, the Group continued to develop its European-wide Human Resources activities, enhancing its offerings to employees in the areas of training and career development. The Group also expanded its hiring on the campuses of the top schools around Europe.

I. EMPLOYMENT

In 2009, the average headcount for the Group was 1,717 employees.

This figure breaks down as follows:

Per country:

Countries	Average Headcount	%
Austria	105	6.1%
Denmark	21	1.2%
Spain	134	7.8%
France(1)	1,080	62.9%
The Netherlands	119	6.9%
Poland	33	1.9%
Czech Republic	59	3.4%
Russia	15	0.9%
Sweden	151	8.9%
Total	**1,717**	**100.0%**

(1) This figure includes 100 % of Viparis employees (433) and no longer includes Comexposium employees, now consolidated by the equity method.

Per activity:

Group Activities	2009 Average Headcount
Offices	29
Shopping Centres	731
Convention-Exhibitions(1)	433
Development(2)	53
Headquarters and Shared Services	471
Total Group Activities	**1,717**

(1) This figure includes 100 % of Viparis employees and no longer includes Comexposium employees, now consolidated by the equity method.
(2) Office and Shopping centre development.

Furthermore, the Group employed throughout 2009 a full-time equivalent of 77 interim workers.

1. Employee movements in 2009

New recruits		Departures	
Permanent contracts	248	Resignations	94
Fixed-term contracts	95	Dismissals	92
Apprenticeships(1)	9	Mutual Agreements	72
Total	**352**	Retirements	19
		Departure during probationary periods	21
		Expiry of temporary contracts	57
		Outsourced services	22
		Death	0
		Total	**377**

(1) Excluding interns (72 in 2009).

2. Organisation of work time

Unibail-Rodamco entities have introduced various initiatives to organise statutory working time. These measures take into account the specific operating requirements of each site and business line within the Group. The most common arrangements adopted are as follows:

- A fixed annual number of working days for executives;
- A shorter working week and extra leave days in other cases;
- An annual number of working hours and yearly adjustment for certain employee categories (mainly Viparis).

In addition, a certain number of employees work part-time or fewer fixed days per year, corresponding to a range between 40% and 90% of a full-time activity rate.

Sickness absences totalled 12,040 working days (2.9% of total working days) and maternity/paternity leave represented 8,211 working days (2,0% of total working days). Lost days for injuries and occupational diseases represented 806 days (0.2%).

3. Remuneration policy

Women/Men average gross salary (annual fixed salary+ individual bonus)/12 (Group)

In euros	WOMEN		MEN	
	% per category	Average gross monthly salary	% per category	Average gross monthly salary
Development/ Investment	29%	4,157	71%	6,220
Directors	21%	11,730	79%	16,842
Leasing/ Communication/ Marketing	67%	4,052	33%	4,993
Legal	70%	4,720	30%	4,580
Operating	34%	3,517	66%	3,461
Personal Assistants	93%	2,648	7%	2,552
Shopping Centre Management	31%	3,508	69%	4,049
Support functions	59%	3,625	41%	4,402
Total	**49%**	**3,651**	**51%**	**5,205**

On a like-for-like headcount basis, total salaries increased by an average of 2.5% for 2010.

In March 2009, 735 450 options were granted to 18% of total employees and MB members, at no discount to the share price at the time of allocation, with a price of €99.42 per share, for a total economic value (IFRS) of €4.8 Mn. These options were all subject to conditions based on Unibail-Rodamco's share price performance compared with that of the EPRA Euro zone index, which is a benchmark for the sector's performance.

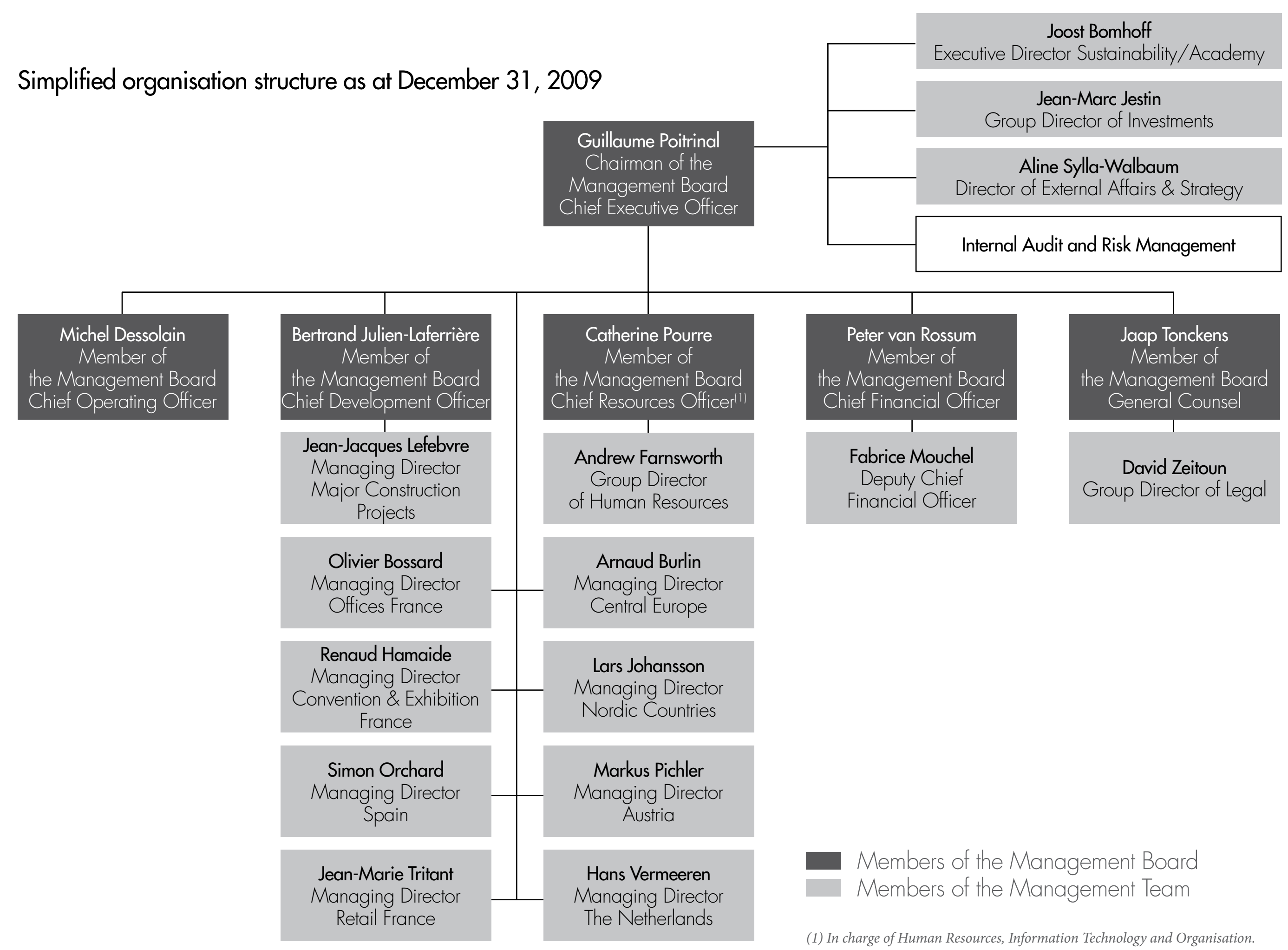
In 2009, the Group supported the voluntary savings contributions of its staff by making a total employer contribution of €0.7Mn. On December 31, 2009, more than 83% of eligible employees (excluding Viparis) are shareholders of the Group, through the Group's savings plan.

II. EMPLOYEE RELATIONS

Unibail-Rodamco operates in concert with employee representative bodies in compliance with the local labour laws of the various European countries where the Group is present.

Moreover, the Group chose to become a European Company in April 2009. As part of this transformation a European Employees Committee was created which includes representatives of each European country within the Group.

Simplified organisation structure as at December 31, 2009



(1) In charge of Human Resources, Information Technology and Organisation.

POST ACCOUNTING DATE EVENTS AND OUTLOOK

Post accounting date events

EuroStoxx 50 index

On February 1, 2010, Dow Jones announced the inclusion of Unibail-Rodamco in the EuroStoxx 50 index, effective February 8, 2010.

Acquisition of shopping centres

On February 5, 2010, the Group announced[40] it had reached an agreement with the Simon Property Group and Ivanhoe-Cambridge on the acquisition of their portfolio of retail assets in Poland and France, and the formation of a Joint Venture to develop five retail assets in France. This acquisition, with a consideration for the assets of €715 Mn, is subject to competition authorities' clearance in Poland, and is expected to close in the first half of 2010.

Disposal of shopping centres in The Netherlands

On February 16, 2010, the Group announced[41] that, as part of its strategy to focus on large shopping centres, it has entered into an agreement to sell five Dutch shopping centres. Four will be sold to Wereldhave and one to Ahold, for a total consideration of €235 Mn and for a total GLA of approximately 60,000 m². The closing of the transaction is expected to occur in March 2010.

Rodamco Europe squeeze out proceedings

On March 9, 2010, the Dutch Enterprise Chamber rendered an interim judgment. The Court rejected the demands by the plaintiffs to set the squeeze out price at the June 2007 cash value. The Court appointed three independent experts and asked them to give a value to Rodamco Europe as a stand-alone entity as per the present moment. Their report is expected mid-May 2010.

Outlook

The 2009 Christmas period saw positive sales growth across Europe, and retailers' increasing demand for new store openings. Combined with a visible improvement in the investment market for retail properties, 2010 starts with tangible signs of recovery. However, from a recurring earnings per share perspective, 2010 is expected to be a year of transition for the Group with a modest 0% to 2% growth.

This is due to the unusual combination of:
i) exceptionally low or negative inflation, used for rent indexation;
ii) loss of rental income from properties divested, with limited compensation from interest savings;
iii) remaining economic uncertainties and low consumption;
iv) limited income growth from expected deliveries out of the project pipeline in 2010.

Beyond 2010, the medium to long term growth outlook for the Group remains positive, with the expected capture of rental reversionary potential, the acceleration of tenant rotation, the delivery of the ongoing development and renovation projects and continuous efforts to reduce administrative and operating costs.

Given its earnings visibility and a solid financial situation, the Group also maintains its distribution policy which is one of the most favourable in the industry.

(40) See separate press release issued by Unibail-Rodamco on February 5, 2010.
(41) See separate press release issued by Unibail-Rodamco on February 16, 2010.

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Consolidated financial statements as at December 31, 2009

STATEMENT OF COMPREHENSIVE INCOME

CONSOLIDATED INCOME STATEMENT - Presented under EPRA[1] format (in €Mn)	Notes	2009	2008
Gross rental income	19	1,472.9	1,422.7
Ground rents paid	20	-20.8	-21.3
Net service charge expenses	21	-12.3	-10.3
Property operating expenses	22	-182.6	-175.5
Net rental income		**1,257.3**	**1,215.5**
Corporate expenses		-95.3	-99.3
Development expenses		-6.5	-5.7
Depreciation		-2.3	-2.4
Administrative expenses	23	**-104.1**	**-107.4**
Revenues from other activities		155.2	172.7
Other expenses		-114.4	-131.0
Net other income	24	**40.8**	**41.7**
Proceeds from disposal of investment properties		698.7	1,474.3
Carrying value of investment properties sold		-738.9	-1,427.2
Result on disposal of investment properties	25	**-40.2**	**47.1**
Valuation gains		86.0	474.9
Valuation losses		-2,278.1	-2,248.1
Valuation movements	26	**-2,192.1**	**-1,773.2**
Impairment of goodwill	27	**-35.1**	**-20.7**
Net operating result before financing cost		**-1,073.5**	**-596.9**
Result from non-consolidated companies		-0.2	-
Financial income		*78.4*	*134.0*
Financial expenses		*-360.5*	*-409.2*
Net financing costs	28	-282.1	-275.2
Bonds redeemable for shares	28	-6.3	-11.5
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	11	-188.9	-
Fair value adjustments of derivatives and debt	29	-117.3	-294.8
Debt discounting	30	0.6	-1.9
Profit on disposal of associates	31	-	7.2
Share of the profit of associates	32	-22.3	0.8
Income on financial assets	32	8.9	10.4
Result before tax		**-1,681.1**	**-1,161.9**
Income tax expenses	33	114.5	38.1
Net result for the period		**-1,566.5**	**-1,123.8**
Non-controlling interests	34	-98.8	-7.8
Net result (Owners of the parent)		**-1,467.8**	**-1,116.0**
Average number of shares (undiluted)		85,655,385	81,815,557
Net result for the period (Owners of the parent)		-1,467.8	-1,116.0
Net result for the period (Owners of the parent) per share (€)		**-17.14**	**-13.64**
Average number of diluted shares		91,178,707	91,544,086
Diluted net result per share - Owners of the parent (€)		**-16.10**	**-12.19**

(1) Presentation complying with European Public Real Estate Association best practices policy recommendations.

NET COMPREHENSIVE INCOME	Notes	2009	2008
Net result for the period		**-1,566.5**	**-1,123.8**
Foreign currency differences on translation of financial statements of subsidiaries		-18.6	-33.8
Gain/loss on net investment hedge		-4.0	-3.6
Cash flow hedge		-2.6	-2.2
Other comprehensive income	35	**-25.2**	**-39.6**
Net comprehensive income		**-1,591.7**	**-1,163.4**
Non-controlling interests		-99.1	-8.2
Net comprehensive income (Owners of the parent)		**-1,492.6**	**-1,155.2**
Recurring result[1]		836.3	782.0
Non-recurring result[1]		-2,304.0	-1,898.0
Recurring earning per share and ORA (€)		**9.19**	**8.58**

(1) 2008 figures slightly differ from 2008 publication due to income tax allocation restated between recurring and non-recurring result.

For the presentation of the income statement by division, please refer to the "notes to the consolidated financial statements" section 2 "Business segment report".

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in €Mn)	Notes	Dec. 31, 2009	Dec. 31, 2008
Non current assets		**21,398.5**	**23,847.4**
Investment properties	1	**20,152.6**	**22,439.9**
Investment properties at fair value		*19,581.0*	*21,702.6*
Investment properties at cost		*571.6*	*737.3*
Other tangible assets	2	185.6	199.8
Goodwill	3	220.4	322.8
Intangible assets	4	197.4	186.2
Loans	5	244.9	241.9
Deferred tax assets	13	46.5	52.4
Derivatives at fair value	12	81.5	81.6
Shares and investments in companies consolidated under the equity method	6	269.6	322.8
Current assets		**1,281.8**	**1,076.8**
Properties under promise or mandate of sale	1	**396.4**	**215.3**
Trade receivables from activity	7	**323.1**	**323.8**
Property portfolio(1)		287.8	278.4
Other activities(1)		35.3	45.4
Other trade receivables	8	**297.5**	**379.0**
Tax receivables		138.7	190.4
Other receivables		123.2	120.0
Prepaid expenses		35.6	68.6
Cash and cash equivalents	9	**264.8**	**158.7**
Financial assets		195.8	27.6
Cash		69.0	131.1
Total assets		**22,680.3**	**24,924.2**
Shareholders' equity (Owners of the parent)		**11,316.3**	**12,885.1**
Share capital		456.4	407.3
Additional paid-in capital		8,475.7	6,786.4
Bonds redeemable for shares		3.4	1,566.5
Consolidated reserves		3,925.1	5,516.7
Hedging reserve		0.4	2.9
Other reserves		-76.9	-54.7
Retained earnings		-	62.0
Consolidated result		-1,467.8	-1,116.0
Interim dividends		-	-286.0
Non-controlling interests		**1,119.3**	**1,264.6**
Total shareholders' equity		**12,435.6**	**14,149.7**
Non current liabilities		**8,323.6**	**8,850.6**
Commitment to purchase non-controlling interests	10	40.7	44.9
Net share settled bonds convertible into new and/or existing shares (ORNANE)	11	754.4	-
Long term bonds and borrowings	11	6,371.7	7,510.0
Derivatives at fair value	12	267.6	174.6
Deferred tax liabilities	13	673.8	908.4
Long term provisions	14	18.9	38.4
Employee benefits	14	10.3	9.4
Guarantee deposits		171.1	153.3
Tax liabilities		3.4	1.8
Amounts due on investments	15	11.6	9.8
Current liabilities		**1,921.1**	**1,923.9**
Amounts owed to shareholders	16	-	**157.7**
Amounts due to suppliers and other current debt	17	**671.4**	**645.8**
Amounts due to suppliers		94.5	138.6
Amounts due on investments		208.9	210.1
Sundry creditors		174.9	144.7
Other liabilities		193.1	152.4
Current borrowings and amounts due to credit institutions	11	**1,125.9**	**985.4**
Tax and social security liabilities	18	**108.0**	**121.8**
Short term provisions	14	**15.8**	**13.2**
Total liabilities and equity		**22,680.3**	**24,924.2**

(1) The split of the trade receivables between property portfolio and other activities has been reviewed in 2008 for the Viparis entities.

CONSOLIDATED STATEMENT OF CASH FLOWS

(in €Mn)	Notes	2009	2008
Operating activities			
Net result		**-1,566.5**	**-1,123.8**
Depreciation & provisions		50.0	49.3
Changes in value of property assets		2,192.1	1,773.2
Changes in value of financial instruments		306.2	294.8
Discounting income/charges		-0.6	1.9
Charges and income relating to stock options and similar items		5.8	6.1
Other income and expenses		0.3	0.3
Net capital gains/losses on sales of properties(1)		40.2	-53.5
Income from companies consolidated under the equity method		22.3	-0.8
Income on financial assets		-8.9	-10.4
Net financing costs		288.4	286.8
Income tax charge		-114.5	-38.1
Cash flow before net financing costs and tax		**1,214.7**	**1,185.8**
Income on financial assets		8.9	10.4
Dividend income and result from companies under equity method or non consolidated		17.3	-
Income tax paid		-12.0	-34.6
Change in working capital requirement		72.4	-124.4
Total cash flow from operating activities		**1,301.4**	**1,037.2**
Investment activities			
Property activities		**-187.7**	**-735.9**
Acquisition of consolidated subsidiaries	36	-88.3	-689.1
Amounts paid for works and acquisition of property assets		-800.0	-1,846.9
Exit tax payment(2)		-3.1	-54.8
Property financing		4.0	-30.5
Disposal of subsidiaries	36	1.0	541.3
Disposal of investment property		698.7	1,344.1
Finance leasing and short-term lending activities		**0.7**	**3.7**
Repayment of finance leasing		0.7	3.7
Financial activities		**17.5**	**1.4**
Disposal of financial assets		0.7	1.4
Repayment of financial assets		16.8	-
Total cash flow from investment activities		**-169.5**	**-730.8**
Financing activities			
Capital increase		30.0	15.6
Dividends paid to parent company shareholders		-510.9	-643.4
Dividends paid to non-controlling shareholders of consolidated companies		-6.7	-4.2
Purchase of treasury shares		-	-57.4
New borrowings and financial liabilities(3)		1,862.4	2,729.6
Repayment of borrowings and financial liabilities(3)		-2,104.6	-2,043.6
Financial income		99.8	132.5
Financial expenses		-326.4	-407.5
Other financing activities		-42.5	-
Total cash flow from financing activities		**-998.9**	**-278.4**
Change in cash and cash equivalents during the period		**132.9**	**28.0**
Cash at the beginning of the year		**123.7**	**96.9**
Effect of exchange rate fluctuations on cash held		**-0.2**	**-1.2**
Cash at period-end(4)	37	**256.4**	**123.7**

(1) This item includes capital gains/losses on property sales, disposal of short term investment properties, disposals of finance leasing and disposals of operating assets.
(2) Exit tax in 2008 included €26.0 Mn of exit tax in France and €27.9 Mn of an entry charge for the FBI regime in The Netherlands.
(3) 2008 was restated to report cash flows arising from Commercial paper on a net basis.
(4) Cash and cash equivalents include bank accounts and current accounts with terms of less than three months.

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand and as a result slight differences between rounded figures could exist in the different statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in €Mn)	Capital	Additional paid-in capital	Bonds Redeemable for Shares	Consolidated reserves	Consolidated net result	Cash flow hedging reserves	Currency translation reserve(1)	Total Owners of the parent	Non-controlling interests	Total equity
Balance as at December 31, 2007	**408.8**	**6,827.4**	**1,566.5**	**4,854.2**	**959.4**	**5.1**	**-17.7**	**14,603.7**	**1,031.2**	**15,634.9**
Opening ajustment(2)	-	-	-	-	-14.6	-	-	-14.6	-	-14.6
Balance as at December 31, 2007 - restated	**408.8**	**6,827.4**	**1,566.5**	**4,854.2**	**944.8**	**5.1**	**-17.7**	**14,589.1**	**1,031.2**	**15,620.3**
Profit or loss of the period	-	-	-	-	-1,116.0	-	-	-1,116.0	-7.8	-1,123.8
Other comprehensive income	-	-	-	-	-	-2.2	-37.0	-39.2	-0.4	-39.6
Net comprehensive income	**-**	**-**	**-**	**-**	**-1,116.0**	**-2.2**	**-37.0**	**-1,155.2**	**-8.2**	**-1,163.4**
Earnings appropriation	-	-	-	944.8	-944.8	-	-	-	-	-
Dividends related to 2007	-	-	-	-295.4	-	-	-	-295.4	-26.0	-321.4
Interim dividends related to 2008	-	-	-	-286.0	-	-	-	-286.0	-	-286.0
Stock options and Company Savings Plan	1.2	13.8	-	-	-	-	-	15.0	-	15.0
Distribution related to the Bonds Redeemable for Shares	-	-	-	-38.7	-	-	-	-38.7	-	-38.7
Revaluation	-	-	-	54.6	-	-	-	54.6	-	54.6
Share based payment	-	-	-	5.3	-	-	-	5.3	-	5.3
Cancellation of treasury shares	-2.7	-54.8	-	1.1	-	-	-	-56.4	-	-56.4
Changes in scope of consolidation	-	-	-	53.3	-	-	-	53.3	279.1	332.4
Reclassification of non-controlling interests	-	-	-	-0.5	-	-	-	-0.5	-11.5	-12.0
Balance as at December 31, 2008	**407.3**	**6,786.4**	**1,566.5**	**5,292.7**	**-1,116.0**	**2.9**	**-54.7**	**12,885.1**	**1,264.6**	**14,149.7**
Profit or loss of the period	-	-	-	-	-1,467.8	-	-	-1,467.8	-98.8	-1,566.6
Other comprehensive income	-	-	-	-	-	-2.6	-22.2	-24.8	-0.4	-25.1
Net comprehensive income	**-**	**-**	**-**	**-**	**-1,467.8**	**-2.6**	**-22.2**	**-1,492.6**	**-99.2**	**-1,591.7**
Earnings appropriation	-	-	-	-1,116.0	1,116.0	-	-	-	-	-
Dividends related to 2008	-	-110.1	-	-224.0	-	-	-	-334.1	-48.1	-382.2
Stock options and Company Savings Plan	2.0	24.8	-	-	-	-	-	26.8	-	26.8
Conversion of Bonds Redeemable for Shares	47.1	1,771.6	-1,563.1	-38.8	-	-	-	216.8	-	216.8
Distribution related to the Bonds Redeemable for Shares	-	-	-	-5.4	-	-	-	-5.4	-	-5.4
Share based payment	-	-	-	4.7	-	-	-	4.7	-	4.7
Changes in scope of consolidation and other movements	-	3.0	-	11.2	-	-	-	14.2	-1.0	13.2
Reclassification of non-controlling interests	-	-	-	0.7	-	-	-	0.7	3.0	3.7
Balance as at December 31, 2009	**456.4**	**8,475.7**	**3.4**	**3,925.1**	**-1,467.8**	**0.4**	**-76.9**	**11,316.3**	**1,119.3**	**12,435.6**

(1) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations.

(2) Relates to the completion of the Purchase Price Allocation of the business combination of Unibail and Rodamco (see section 4 "Highlights and comparability of the last two years – In 2008" § 5).

CHANGES IN SHARE CAPITAL

		Total number of shares
As at January 1, 2008		**81,761,974**
	Capital increase reserved for employees under Company Savings Plan	26,117
	Exercise of stock options	209,814
	Bonds redeemable for shares	156
	Cancellation of treasury shares	-553,408
As at December 31, 2008		**81,444,653**
	Capital increase reserved for employees under Company Savings Plan	25,919
	Exercise of stock options	370,695
	Bonds redeemable for shares	9,423,282
As at December 31, 2009		**91,264,549**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting principles and consolidation methods

In accordance with EC regulation no. 1606/2002 of July 19, 2002, on the application of international accounting standards, Unibail-Rodamco has prepared its consolidated financial statements for the financial year ending December 31, 2009, under International Financial Reporting Standards (IFRS) as adopted in the European Union and applicable at this date.
These can be consulted on the website http://ec.europa.eu/internal_market/accounting/ias/index_en.htm

The accounting principles and methods used are consistent with those applied for the preparation of the annual consolidated financial statements as at December 31, 2008, except for the application of the following new obligatory standards and interpretations :

- IAS1 R: Presentation of Financial statements
- IFRS 8: Operating Segments
- Improvement of IFRS (May 2008), including the IAS40 A "Investment property- Property under construction or development for future use as investment property".
- IAS 23 R: Borrowing Costs
- IAS 32 A & IAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation
- IAS39 A and IFRS7: Reclassification of Financial Assets
- IAS39 A and IFRIC 9: Embedded derivatives
- IFRS1 A and IAS27: Cost of an investment in a subsidiary, Jointly Controlled Entity or Associate
- IFRS 2 A: Share-based payments – Vesting Conditions and Cancellations
- IFRS 7 A: Improving Disclosures about Financial Instruments
- IFRIC11 - IFRS2: Group and Treasury Share Transactions
- IFRIC 13: Customer Loyalty Programmes
- IFRIC14: The limit on a Defined Benefit Asset, Minimum Funding Requirements and their interaction

These standards, amendments and interpretations do not have a significant impact on the Group's accounts, except for the IAS 40 amendment about the accounting of investment properties under construction as detailed in § 1.5 "Asset valuation methods".

The following norms, interpretations, and amendments have been adopted by the European Union as at December 31, 2009 but with a later effective date of application and were not applied in advance :

- IFRS3 R: Business Combinations
- IAS 27 R: Consolidated and Separate Financial Statements
- IFRS1 R: First-time Adoption of IFRS
- IAS 39 A: Eligible hedged items
- IFRIC 12: Service Concession Arrangements
- IFRIC 15: Agreements for the Construction of Real Estate
- IFRIC 16: Hedges of a Net Investment in a Foreign Operation
- IFRIC 17: Distributions of Non-Cash Assets to Owners
- IFRIC 18: Transfers of Assets from Customers

The following texts were published by the IASB but have not yet been adopted by the European Union :

- Improvement of IFRS (April 2009)
- IFRS 9: Financial Instruments
- IAS 24 R: Related party disclosures
- IFRS 1 A: Additional exemptions for First-Time Adopters
- IFRS 2 A: Group Cash-settled Share-based Payment Transactions
- IAS 32 A: Classification of Rights issues
- IFRIC 19: Extinguishing financial liabilities with equity instruments
- IFRIC 14 A: Prepayments of a Minimum Funding Requirement

The Group is currently analysing the potential impact of all of these standards on its consolidated accounts. At this stage of the analysis, the Group does not anticipate that there will be any significant impact, except for:

- IFRS 3 R: Business Combinations, that will change in a prospective way the accounting terms of business combinations

Improvement of IFRS

IASB published in April 2009 "Improvement of IFRS", the final version of the second annual IFRS improvement project. Unless a specific measure plans another date, amendments will come into force for the financial years opening on or after January 1, 2010, earlier application also being authorised. This project has not yet been approved by the European Union. The measurement of the potential impacts on the consolidated accounts of Unibail-Rodamco is ongoing.

Estimations and assumptions

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management, particularly with regards to the fair value of investment properties and financial instruments as well as the valuation of goodwill and intangible assets. The most significant estimates are set out in the notes to the consolidated financial statements : for the valuation of investment properties in § 1.5 "Asset valuation methods" and section 5 note 1 "Investment properties", for the goodwill and intangible assets, respectively in § 1.3 "Business combinations" and § 1.5 "Asset valuation methods" and, for fair value of financial instruments, in section 5 note 12 "Hedging instruments". Actual future results or outcomes may differ from these estimates. The property portfolio and intangible assets used by the Retail, Office and Convention-Exhibition segments are valued by independent appraisals.

The consolidated financial statements concern the financial years ending December 31, 2009 and December 31, 2008.

1.1. Options selected under IFRS 1

When adopting IFRS for the first time, IFRS 1 grants certain exemptions with regards to the application of other IFRS. These exemptions are optionally applied.

The exemptions applied relate mainly to business combinations, where the application of IFRS 3 "Business combinations" retrospectively to business combinations which occurred prior to the transition to IFRS is optional. Unibail-Rodamco has chosen to use this exemption.
Prior business combinations have generated goodwill which has been allocated to the fixed assets of the companies acquired. The goodwill amounts for Espace Expansion (1995) and Viparis-Porte de Versailles (2000) were originally recorded and amortised over a period of 20 and 26 years respectively. However, in accordance with IFRS 1, goodwill on assets relating to provision of services governed by contractual agreement are recognised as an intangible asset and amortised over the remaining life of the agreement. Accordingly, goodwill for Viparis-Porte de Versailles has been reclassified as an intangible asset on the opening balance sheet dated January 1, 2004 (with recognition of a deferred tax liability) and amortised over the remaining life of the operating contract.

For its stock-option plans, the Group has chosen to apply IFRS 2 for stock-options granted after November 7, 2002.

Finally, Unibail-Rodamco has chosen not to apply other options provided by IFRS 1.

1.2. Scope and methods of consolidation

The scope of consolidation includes all companies controlled by Unibail-Rodamco and all companies in which the Group exercises joint control or significant influence. The method of consolidation is determined by the type of control exercised.

- Control: fully consolidated. Control is presumed if Unibail-Rodamco directly or indirectly holds an interest of more than 50%, unless there is clear evidence that this shareholding does not provide control. Full control also exists when the parent company holds 50% or less of the voting rights in a company and has authority regarding the company's financial and operational strategies and to appoint or dismiss the majority of members of the Board of Directors or an equivalent decision-making body.
- Joint control: proportionally consolidated. This is demonstrated by the sharing of control of an economic activity under a contractual agreement. It requires the unanimous agreement of partners for operating, strategic and financial decisions.
- Significant influence: consolidated under the equity method. Significant influence is identified when there is authority to contribute to financial and operational decision-making of the company concerned, but without exercising control over its policies. Significant influence is assumed where the Group directly or indirectly holds more than 20% of voting rights in a company.

The consolidated financial statements are established by integrating the individual financial statements of Unibail-Rodamco with all relevant subsidiaries over which Unibail-Rodamco exercises control. Subsidiaries closing their accounts more than three months before or after that of Unibail-Rodamco prepare pro forma interim statements to December 31, determined on a 12-month basis. All inter-group balances, profits and transactions are eliminated.

1.3. Business combinations

The Group does not apply in advance IFRS 3 revised.
In business combinations, acquisition cost is measured as the sum of the fair values at the given date of acquisition of assets, incurred or assumed liabilities and equity instruments issued in exchange for control of the acquired company, plus any costs directly attributable to the business combination.
At the date of acquisition and in accordance with IFRS 3, identifiable assets, liabilities, off-balance sheet items and contingent liabilities of the acquired company are valued individually at their market value regardless of their purpose. The analysis and appraisals required for the initial valuation of these items, as well as any corrections based on new information, may be carried out within 12 months of the date of acquisition.
Any surplus in the price paid over the market value of the interest in the acquired company's net assets is recorded under "Goodwill" in assets in the consolidated statement of financial position. Any negative amount of goodwill is credited immediately to the income statement.
Goodwill on acquisitions is carried at cost and is subject to regular reviews by the Group and impairment tests at least once per year or whenever there is an indication of impairment. At the date of acquisition, goodwill is allocated to one or more cash-generating units expected to benefit from the acquisition. Potential amounts of goodwill impairment are determined with regards to the recoverable amount(s) from cash-generating unit(s). Cash-generating units are the lowest level at which management determines the return on investment on assets. The recoverable amount of a cash-generating unit is determined using the most appropriate method, most commonly the discounted cash flows method, and is applied to the full cash-generating unit rather than each legal entity.
If the recoverable amount of the cash-generating unit(s) is lower than the carrying amount, an irreversible impairment charge is recorded in the consolidated income statement for the period.

The goodwill for Espace Expansion has not been reclassified. In accordance with options available under IFRS 1, it is no longer amortised as of January 1, 2004 but is subject to an annual impairment review.

Under current accounting standards, acquisition of additional shares from non-controlling shareholders are regarded as equity transactions and therefore no additional goodwill is recognised.

Consequently, when non-controlling shareholders have an agreement to sell, non-controlling interests are reclassified as debt at the present value of the exercise price. The difference between the latest value and the net carrying value of the non-controlling interests is recognised as equity – owners of the parent. Any subsequent change in debt is also accounted for as equity – owners of the parent. Income from non-controlling intereests and dividends are booked in equity – owners of the parent.

1.4. Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Consideration in determining the functional currency is given to the denomination of the major cash flows of the entity e.g. revenues and financing activities. As a consequence, the Group uses the functional currency rather than the local currency for the following entities:
- euro for the property companies in Czech Republic, Hungary and Slovakia,
- US dollar for Poland.

The consolidated financial statements are presented in euros, which is the Group's functional and presentation currency.

Foreign currency transactions and balances

Transactions in foreign currencies are translated into euros at the spot foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the accounting date are translated into euros at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit and loss account. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into euros at foreign exchange rates ruling at the dates the fair value was determined.
Exchange differences arising on the settlement of currency transactions or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in the profit and loss account in the year in which they arise. Translation differences on non-monetary financial assets and liabilities that are stated at fair value are reported as part of the fair value gain or loss.

Foreign currency transactions are translated into the functional currency of the Group using the exchange rates at the date of transactions. Foreign exchange gains and losses resulting from settlement of these transactions are recognised in the income statement. Foreign exchange gains and losses resulting from the retranslation of monetary assets and liabilities denominated in foreign currencies are also recognised in the income statement with the exception of:
- unrealised translation results on net investments,
- unrealised translation results on intercompany loans that, in substance, form part of the net investment.

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instruments relating to the effective portion of the hedge are recognised directly in equity, whereas those relating to the ineffective portion are recognised in the profit and loss account.

Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:
- the assets and liabilities of Group companies, including goodwill and fair value adjustments arising on consolidation, are translated into euros at foreign exchange rates ruling at the accounting date;
- income and expenses of Group companies are translated into euros at rates approximating the foreign exchange rates ruling at the dates of the transactions;
- all resulting exchange rate differences are recognised as a separate component of equity (currency translation reserve);
- when a Group company is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

1.5. Asset valuation methods

Investment properties (IAS 40)

Under the benchmark treatment recommended by IAS 40, investment properties are shown at their market value.

The main significant change compared to the consolidated financial accounts for the year ended December 31, 2008 is the application of the IAS 40 A "Investment property – Property under construction or development for future use as investment property". This new disposition is applied since January 1, 2009 in a prospective way.

Since January 1, 2009, Investment Properties Under Construction (IPUC) are covered by IAS 40 and are eligible to be measured at fair value. In accordance with the Group's investment properties valuation method, they are valued at fair value by an external appraiser. Those for which the fair value is not reliably determinable are still valued at cost until such time as a fair value valuation becomes reliable, or until the construction completion.
The pipeline project is eligible for a fair value measurement once all three following criteria are fulfilled:
- All administrative authorisations needed to complete the project are obtained,
- The construction has started and costs are committed toward the constructor,
- Substantial uncertainty in future rental income has been eliminated.

If the time to delivery is less than one year, the project has to be taken at fair value.

For the Investment Properties Under Construction whose fair value could be reliably measured, the difference between market value and cost value was entirely recognised in the income statement.

The impact of this revaluation on the income statement of the period was a net loss of €15.6 Mn.

Investment Properties Under Construction still measured at cost are subject to impairment tests.

The market value adopted by Unibail-Rodamco is determined on the basis of appraisals by independent external experts, who value the Group's portfolio as at June 30 and December 31 of each year. A discount is applied to the gross value in order to reflect disposal costs and transfer taxes[1], depending on the country and on the tax situation of the property.

As at December 31, 2009, independent experts have appraised 96.9% of Unibail-Rodamco's portfolio.

For the Shopping Centre and Office portfolios, the valuation principles adopted are based on a multi-criteria approach. The independent appraiser determines the fair market value based on the results of two methods : the discounted cash flow and the yield methodologies. Furthermore, the resulting valuations are cross-checked against the initial yield and the fair market values per square metre established through actual market transactions.

For the Convention-Exhibition portfolio, the valuation methodology adopted is mainly based on a discounted cash flow model applied to total net income projected over the life of the concession or leasehold, if it exists (notably the Porte de Versailles concession) or otherwise over a 10-year period, with an estimation of the asset's value at the end of the given time period, based either on the residual contractual value for concessions or on capitalised cash flows over the last year. The valuations carried out by the appraiser took into account total net income, which comprised net rents and ancillary services, as well as net income from car parks. The cost of maintenance works, major repairs, refurbishments, redevelopments and extensions, as well as concession or leasehold fees, are included in projected cash flow figures.

The income statement for a given year (Y) records the change in value for each property, which is determined as follows:

market value Y – [market value Y-1 + amount of works expenses and other costs capitalisable in year Y].

Capital gains on disposals of investment properties are calculated by comparison to their latest market value recorded in the closing statement of financial position for the previous financial year.

Properties for which a sale process has been initiated are identified separately in the statement of financial position.

Tangible assets and properties under construction (IAS 16)

Under the preferential method proposed by IAS 16, operating assets are valued at their historic cost, less cumulative depreciation and any decrease in value. Depreciation is calculated using the "component accounting" method, where each asset is broken down into major components based on their useful life. The four components of a property are the main structure, the facade, technical equipment and finishing fixtures and fittings, depreciated respectively over 60, 30, 20 and 15 years for office properties and 35, 25, 20 and 15 years for retail outlets.

The property occupied by the Group, located at 7, Place Adenauer, Paris 16th, is classified in Other tangible assets.

(1) Transfer taxes are valued on the assumption that the property is sold directly, even though the cost of these taxes can, in certain cases, be reduced by selling the property's holding company.

If the appraisal value of a property is lower than net book value, an impairment provision is booked.

Buildings under construction which don't fulfill the three criteria to be reliably eligible for a fair value measurement are valued at cost.

The buildings under construction valued at cost mainly include the shopping centres under development Lyon Confluence in France, Badajoz and Benidorm in Spain and Shopping City Süd extension in Austria, and offices under development such as le Foullon Majunga and the Eiffel project all in France.

Properties under construction are subject to impairment tests, determined on the basis of the estimated fair value of the project. The fair value of a project is assessed by the Development & Investment teams through a market-fair exit capitalisation rate and the targeted net rents at completion. When the fair value is lower than net book value, an impairment provision is booked.

Borrowing costs generated by construction projects

After the amendment of IAS 23, borrowing costs incurred by construction projects must be capitalised as part of the cost of the relevant asset. The application of this amendment has no impact on the consolidated financial statements, as the Group had already opted to capitalise these costs.

They are measured by applying the Group's average refinancing rate to the average value of the work completed during each quarter, except in the case where specific financing exists for the project.

Intangible assets (IAS 38)/Impairment of assets (IAS 36)

An intangible asset is recognised when it is identifiable and separable and can be sold, transferred, licensed, rented, or exchanged, either individually or as part of a contract with an attached asset or a liability, or which arises from contractual or other legal rights regardless of whether those rights are transferable or separable. After initial recognition, intangible assets are recognised at cost less any amortisation charges and impairment losses.

Intangible assets with a finite life are amortised on a linear basis over the life of the asset. The useful life of an asset is reviewed each year and an impairment test is carried out whenever there is an indication of impairment.

Intangible assets with an indefinite useful life are not amortised but their life span is reviewed each year. These assets are subject to impairment tests annually or whenever there is an indication of impairment, which consists of comparing the book value with the recoverable amount of the intangible. The recoverable amount of an asset or a cash-generating unit is the maximum between its fair value less disposal costs and its utility value. It is assessed on the basis of the present value of expected future cash flows from the continued use of the asset and its terminal value. Impairment tests are carried out by grouping assets together into cash-generating units. In the case of reduction in value, a corresponding impairment charge is recognised in the income statement.

The intangible assets on Viparis entities are valued by external appraisers. If the appraisal value of an intangible asset is lower than net book value, an impairment provision is booked.

1.6. Leasing

Leases are classified as finance leases when they transfer substantially all risks and rewards of ownership of the leased asset to the lessee. Otherwise they are classified as operating leases.

The Group's remaining finance leasing activity concerns a residual outstanding amount of €2.8 Mn as at December 31, 2009. The Group is the lessee of a number of co-ownership lots. These agreements are classified as finance leases.

Assets leased as operating leases are recorded on the statement of financial position as investment property assets. Rental revenue is recorded on a straight-line basis over the firm duration of the lease.

Accounting treatment of rents and key money

Under IAS 17 and SIC 15, the financial impacts of terms set out in the lease agreement are spread over the fixed duration of the lease starting from the date the premises are made available to the tenant. This applies to rent-free periods, step rents and key money.

Eviction costs

Compensation payments to evicted tenants may be capitalised, in view of the securing of higher rentals through new lease agreements on improved terms and which ultimately enhance or at least maintain asset performance.

Leaseholds

Based on the analysis of existing contracts, IAS 17 and IAS 40, a leasehold may be classified as either an operating lease or a finance lease. The choice is made on a contract-by-contract basis and depending on the risks and rewards transferred to the Group.

For the leaseholds recognised as operating leases, rental payments are recognised as expenses in the income statement.
Rental payments made at the beginning of the contract are classified as prepaid expenses over the life of the contract.

Buildings constructed on land under a lease agreement are recognised in accordance with the accounting principles described in § 1.5.

1.7. Financial instruments (IAS 32/IAS 39/IFRS 7)

The recognition and measurement of financial assets and liabilities are defined by the standard IAS 39.

a) Classification and measurement of non-derivative financial assets and liabilities

Loans and receivables

Loans and receivables, acquired or granted, not held for the purpose of trading or sale, are recorded on the statement of financial position as "Loans and receivables". After initial recording, they are measured at amortised cost based on the effective interest rate. They may be subject to impairment when necessary.

Available-for-sale securities

These are non-derivative financial assets held for an undetermined period that may be sold by the Group at any time. They are measured at their fair value at the accounting date and recorded as financial assets under "cash and cash equivalents". Interest accrued or received on fixed-income securities is recorded as income based on the effective interest rate. Changes in market value other than income are recorded in shareholders' equity. Fair value variations are recorded on the income statement if the asset is sold or significantly impaired.

Non-derivative financial liabilities

Non-derivative financial liabilities are measured after initial booking at amortised cost using the effective interest rate. In certain cases, IAS 39 permits financial liabilities to be designated as at fair value upon initial recording.

b) Classification and measurement of financial derivatives and hedge accounting

The Group uses derivative financial instruments to hedge its exposure to movements in interest and currency exchange rates.

All financial derivatives are recorded as financial assets or liabilities at fair value on the statement of financial position. Fair value variations of financial derivatives, apart from those designated as cash flow hedges or as net investment hedges (see below), are recognised in the income statement for the period.
Unibail-Rodamco has a macro-hedging strategy for its debt. Except for currency derivatives, it has chosen not to use the hedge accounting proposed by IAS 39. All such derivatives are therefore measured at their market value and any fair value variations are recorded in the income statement.

Derivatives designated as cash flow hedges under the French accounting standards applied in 2004 were recorded on the opening balance sheet as at January 1, 2005 at their fair value at this date. The difference of -€1Mn was booked to equity as a hedging reserve and depreciated over the remaining lifetime of these financial instruments. In the income statement split by division, these depreciation charges and value changes had no impact on recurring income and were recorded under "Valuation Movements".

Regarding the currency derivatives, they aim at hedging the investments made in countries outside of the Euro-Zone. Therefore the majority of currency swaps and forward contracts are designated as a net investment hedge. The portion of the gain or loss on these instruments that is determined to be an effective hedge is recognised directly in equity (currency translation reserve). The ineffective portion is recognised directly in the profit and loss account, as fair value changes derivative financial instruments.

Changes in the fair value of forward exchange contracts that economically hedge monetary assets and liabilities in foreign currencies and for which no hedge accounting is applied are recognised in the profit and loss account. Both the changes in fair value of the forward contracts and the foreign exchange gains and losses relating to the monetary items are recognised as part of "financing result" as these instruments are designated as hedging instruments.

1.8. Discounting of deferred payments

Long-term liabilities and receivables are discounted when this has a significant impact.

- The exit tax liability payable over a four-year period (to qualify for the SIIC tax regime) has been discounted.
- Guarantee deposits received from tenants have not been discounted given the negligible impact of discounting.
- Provisions for material liabilities taken under IAS 37 are discounted over the estimated duration of the disputes they cover.

1.9. Taxes

The Group companies are taxable in application of the tax rules of their country. Two countries benefit from special tax regimes for public property companies.

French SIIC status (Société d'Investissement Immobilier Cotée)

All the French property companies which are eligible for SIIC tax status have opted for this regime. Recurring income and capital gains are exempted from French tax but the companies are required to distribute 85% of their recurring income, 50% of capital gains and 100% of dividends received from SIIC subsidiaries.

Due to the diversity of its business activities, Unibail-Rodamco SE undergoes a specific tax treatment:
- its SIIC-eligible business is exempt from tax on recurring income and capital gains on disposals;
- activities relating to finance leasing contracts signed before January 1, 1991 are tax exempt;
- all other operations are taxable.

Dutch FBI regime

Rodamco Europe NV had FBI status for the year 2009. Consequently the property companies in The Netherlands did benefit from a 0% tax rate. FBI companies are required to distribute all the taxable result, except capital gains which can be added to a reinvestment reserve.

Other requirements for FBI companies are related to their activities and their shareholding base.
According to the Dutch Ministry of Finance, Unibail-Rodamco itself does not qualify as an FBI, as it is deemed not to meet the activity test. This situation is not in compliance with the FBI shareholder requirements, which state that a Dutch FBI can only be owned by a foreign entity if such entity itself qualifies as an FBI.
For a grace period ending on December 31, 2009, the Dutch Ministry of Finance confirmed that Rodamco Europe NV would be allowed to maintain its FBI status, if and to the extent that the other requirements would be met. As Unibail-Rodamco is deemed to be not in compliance with the FBI rules, it expects that according to the Dutch Ministry of Finance its subsidiary Rodamco Europe NV will no longer be able to use the benefits provided by the FBI regime, effective as of January 1, 2010.

For the Dutch activities, the properties were recognised at market value in December 2009 for both book and tax purposes. Consequently, no deferred tax on these assets existed.

Income tax and deferred tax

Corporate income tax

Corporate income tax is calculated using appropriate local rules and rates.
In France, the companies which pay income tax are mainly the Viparis entities. The other companies which are not eligible for SIIC tax status are grouped under tax consolidation sub-groups, which have opted for the tax consolidation scheme.

Deferred tax

Deferred taxes are recognised in respect of all temporary differences between the carrying amount and tax base of assets and liabilities at each financial year-end.
Deferred tax assets or liabilities are calculated based on total temporary differences and on tax losses carried forward, using the local tax rate that will apply on the expected reversal date of the concerned differences, if this rate has been set. Otherwise, they are calculated using the applicable tax rate in effect at the financial year-end date. Within a given fiscal entity and for a given tax rate, debit balances are booked to assets for the amount expected to be recoverable over a foreseeable period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

The main deferred tax liabilities relate to:
- the mark-to-market of investment properties, resulting in the recognition of a deferred tax liability for non tax-exempt assets
- the recognition of intangible assets identified on Viparis entities, particularly Viparis Porte de Versailles.

1.10. Share-based payments

Under IFRS 2, all transactions relating to share-based payments must be recognised in the income statement. This is the case for Unibail-Rodamco's Stock-Option Plan, Company Savings Plan and Bonus Share Plan.

Stock-options granted to employees are stated at their fair value on the date of allocation. This value remains unchanged, even if the options are never exercised. It is booked as an expense, with a corresponding increase in equity which is spread over the vesting period (i.e. the period during which employees must work for the company before they can exercise the options granted to them).

IFRS 2 applies to all equity instruments granted after November 7, 2002. For Unibail-Rodamco, it applies to stock-options granted from 2003 through 2009. The stock-options have been valued using a binomial model for those with no performance criteria and using a Monte Carlo model for those subject to performance criteria.

Bonus shares were allocated in 2006 and 2007. They were valued at their market price on the date of allocation less two years of estimated dividends. The value is recognised as an expense deferred over the two-year vesting period.

Shares issued under the Company Savings Plan are offered at a discount to the share price. This discount represents an employee benefit and is recorded in the income statement for the period, with a corresponding increase in equity.

The additional expenses incurred by the stock-option plans, company savings plan and bonus share awards are classified under personnel expenses.

1.11. Employee benefits

Under IAS 19, a company must recognise all commitments made to its employees (i.e. current or future, formal or informal, cash payments or payments in kind). The cost of employee benefits must be recorded during the vesting period.

Post-employment benefits
Pension schemes may be defined contribution or defined benefit schemes.

Under defined contribution schemes, the employer only pays a contribution, with no commitment from the Group regarding the level of benefits to be provided. The contributions paid are booked as expenses for the year.

Under defined benefit schemes, the employer makes a formal or implied commitment to an amount or level of benefits and therefore carries the medium or long-term risk. A provision is booked to liabilities to cover all of these pension commitments. This provision is assessed regularly by independent actuaries using the projected unit credit method, which takes into account demographic assumptions, early retirements, salary increases and discount and inflation rates.

At the majority of the Group's companies, pensions due under the various compulsory retirement schemes to which employers contribute are managed by specialist external organisations. Defined contributions paid into these various compulsory retirement schemes are recognised in the income statement for the period.

The Dutch companies have pension plans with both defined contribution as well as defined benefit components. For the latter, commitments are recorded as a provision.
Provisions are booked for retirement allowances relating to defined benefit schemes based on the net present value of these future allowances.

Long-term benefits
These are benefits paid to employees more than 12 months after the end of the financial year during which the corresponding service was provided. The same valuation method is used as for post-employment benefits.

Other than the provision for retirement allowances, no other commitments relating to long-term or post-employment benefits need to be accrued.

1.12. Business segment reporting

Segment information is presented in respect of the Group's business line and geographical segments, based on the Group's management and internal reporting structure.

The first application of IFRS 8 does not modify significantly the Group business segment report.

Business segments

The Group presents its result by division: Retail, Offices, Convention-Exhibition and Property services.
The Convention-Exhibition division comprises management of exhibition venues (Viparis), leasing and lease management of respectively the Méridien Montparnasse and Cnit Hilton hotels, and the organisation of exhibitions (Comexposium), this latter consolidated under the equity method.

Geographical segments

Geographical segments are determined on the basis of the Group's definition of a home region. A home region is defined as a region with more than €1 billion in property investment and a local organisation dedicated to all three business lines: the "owner fonction" (asset selection and management including pipeline), retail management, and the finance function.

The following are considered home regions based on specific operational and strategic factors :
- France,
- The Netherlands and Belgium managed from The Netherlands (sold in 2008),
- Spain,
- Nordic Countries managed from Sweden, including Sweden, Denmark and Finland,
- Austria,
- Central Europe managed from the Czech Republic, including the Czech Republic, Germany, Hungary, Poland, Slovakia, Russia (activity disposed of in 2009) and Ukraine (sold in 2008).

1.13. Earnings per share

The fundamental earnings per share indicator is calculated by dividing net result (owners of the parent) by the weighted average number of ordinary shares in circulation over the period.

To calculate diluted earnings per share, the average number of shares in circulation is adjusted to take into account the conversion of all potentially dilutive ordinary shares, in particular stock-options and bonus shares during the vesting period, as well as the bonds redeemable for shares (ORA). The net share settled bonds convertible into new and/or existing shares (ORNANE), being accounted as a debt at fair value, are not considered as equity instruments.

The dilutive impact is determined using the treasury stock method, which assumes that proceeds from the exercise of warrants or options are used to repurchase company shares at their market value. The market value corresponds to the average monthly share price weighted by trading volumes. The theoretical number of shares that may be purchased at the market value is deducted from the total number of shares resulting from the exercise of rights. This number is then added to the average number of shares in circulation and hence constitutes the denominator.

1.14. Current and non-current assets and liabilities

In accordance with IAS 1 "Presentation of Financial Statements", assets and liabilities other than consolidated shareholders' equity are classified in the statement of financial position as "current" when they are due or payable within twelve months of the accounting date.

2. Business segment report

CONSOLIDATED INCOME STATEMENT BY DIVISION

(in €Mn)			2009 Recurring activities	2009 Valuation movements and disposals	2009 Result	2008 Recurring activities	2008 Valuation movements and disposals	2008 Result
RETAIL	FRANCE	Gross rental income	503.3	-	503.3	456.4	-	456.4
		Operating expenses & net service charges	-49.4	-	-49.4	-36.8	-	-36.8
		Net rental income	**453.9**	**-**	**453.9**	**419.6**	**-**	**419.6**
		Contribution of affiliates	4.9	-20.0	-15.0	4.7	-3.4	1.3
		Gains on sales of properties	-	0.1	0.1	-	-	-
		Valuation movements	-	-821.9	-821.9	-	-620.5	-620.5
		Result Retail France	**458.9**	**-841.7**	**-382.8**	**424.3**	**-623.9**	**-199.6**
	THE NETHERLANDS	Gross rental income	157.5	-	157.5	175.9	-	175.9
		Operating expenses & net service charges	-15.0	-	-15.0	-17.2	-	-17.2
		Net rental income	**142.5**	**-**	**142.5**	**158.7**	**-**	**158.7**
		Gains on sales of properties	-	5.3	5.3	-	8.7	8.7
		Valuation movements	-	-102.1	-102.1	-	-53.5	-53.5
		Result Retail Netherlands - Belgium	**142.5**	**-96.8**	**45.7**	**158.7**	**-44.8**	**113.9**
	NORDIC COUNTRIES	Gross rental income	118.9	-	118.9	119.4	-	119.4
		Operating expenses & net service charges	-28.7	-	-28.7	-28.0	-	-28.0
		Net rental income	**90.2**	**-**	**90.2**	**91.4**	**-**	**91.4**
		Gains on sales of properties	-	1.1	1.1	-	-	-
		Valuation movements	-	-235.4	-235.4	-	-145.4	-145.4
		Result Retail Nordic	**90.2**	**-234.3**	**-144.1**	**91.4**	**-145.4**	**-54.0**
	SPAIN	Gross rental income	130.3	-	130.3	114.4	-	114.4
		Operating expenses & net service charges	-10.5	-	-10.5	-9.4	-	-9.4
		Net rental income	**119.8**	**-**	**119.8**	**105.0**	**-**	**105.0**
		Gains on sales of properties	-	-2.9	-2.9	-	-	-
		Valuation movements	-	-287.5	-287.5	-	-251.9	-251.9
		Result Retail Spain	**119.8**	**-290.5**	**-170.7**	**105.0**	**-251.9**	**-146.9**
	CENTRAL EUROPE	Gross rental income	76.2	-	76.2	70.3	-	70.3
		Operating expenses & net service charges	-3.0	-	-3.0	-2.7	-	-2.7
		Net rental income	**73.1**	**-**	**73.1**	**67.6**	**-**	**67.6**
		Gains on sales of properties	-	-29.7	-29.7	-	0.5	0.5
		Valuation movements	-	-99.6	-99.6	-	14.4	14.4
		Impairment of goodwill	-	-35.1	-35.1	-	-	-
		Result Retail Central Europe	**73.1**	**-164.4**	**-91.3**	**67.6**	**14.9**	**82.4**
	AUSTRIA	Gross rental income	67.2	-	67.2	48.5	-	48.5
		Operating expenses & net service charges	-5.1	-	-5.1	-3.3	-	-3.3
		Net rental income	**62.1**	**-**	**62.1**	**45.1**	**-**	**45.1**
		Valuation movements	-	-41.8	-41.8	-	-37.2	-37.2
		Impairment of goodwill	-	-	-	-	-16.4	-16.4
		Result Retail Austria	**62.1**	**-41.8**	**20.3**	**45.1**	**-53.6**	**-8.4**
		Total result Retail	**946.5**	**-1,669.5**	**-723.0**	**892.0**	**-1,104.7**	**-212.6**
OFFICES	FRANCE	Gross rental income	183.9	-	183.9	175.2	-	175.2
		Operating expenses & net service charges	-5.2	-	-5.2	-2.0	-	-2.0
		Net rental income	**178.7**	**-**	**178.7**	**173.2**	**-**	**173.2**
		Gains on sales of properties and affiliates	-	-7.7	-7.7	-	28.5	28.5
		Valuation movements	-	-318.3	-318.3	-	-536.8	-536.8
		Result Offices France	**178.7**	**-326.0**	**-147.3**	**173.2**	**-508.3**	**-335.0**
	OTHER COUNTRIES	Gross rental income	48.1	-	48.1	64.6	-	64.6
		Operating expenses & net service charges	-7.2	-	-7.2	-8.8	-	-8.8
		Net rental income	**40.9**	**-**	**40.9**	**55.8**	**-**	**55.8**
		Gains on sales of properties	-	-6.8	-6.8	-	9.3	9.3
		Valuation movements	-	-67.3	-67.3	-	-87.3	-87.3
		Result Offices other countries	**40.9**	**-74.1**	**-33.2**	**55.8**	**-78.0**	**-22.2**
		Total result Offices	**219.6**	**-400.1**	**-180.6**	**229.1**	**-586.2**	**-357.2**

(in €Mn)			2009 Recurring activities	2009 Valuation movements and disposals	2009 Result	2008 Recurring activities	2008 Valuation movements and disposals	2008 Result
CONVENTION EXHIBITION	FRANCE	Gross rental income	175.3	-	175.3	185.1	-	185.1
		Operating expenses & net service charges	-90.9	-	-90.9	-98.7	-	-98.7
		Net rental income	**84.3**	**-**	**84.3**	**86.4**	**-**	**86.4**
		On site property services	**33.8**	**-**	**33.8**	**41.0**	**-**	**41.0**
		Hotels net rental income	**11.8**	**-**	**11.8**	**12.7**	**-**	**12.7**
		Exhibitions organising	**7.0**	**-5.4**	**1.7**	**10.4**	**-0.5**	**9.9**
		Valuation movements, depreciation, capital gains	-11.0	-217.8	-228.8	-11.4	-47.7	-59.1
		Total result Convention Exhibition	**125.9**	**-223.1**	**-97.2**	**139.1**	**-48.2**	**90.9**
		Other property services net operating profit	8.4	-	8.4	8.3	-	8.3
		Other net income	9.4	-	9.4	3.8	-	3.8
Total operating result and other income			**1,309.8**	**-2,292.8**	**-982.9**	**1,272.3**	**-1,739.1**	**-466.8**
		General expenses	-97.6	-	-97.6	-101.7	-	-101.7
		Development costs	-6.5	-	-6.5	-5.7	-	-5.7
		Financing result	-282.1	-311.9	-594.0	-275.2	-308.2	-583.5
		Impairment of goodwill	-	-	-	-	-4.3	-4.3
Result before tax			**923.6**	**-2,604.6**	**-1,681.1**	**889.6**	**-2,051.5**	**-1,161.9**
		Income tax expenses	0.6	114.0	114.5	-16.0	54.2	38.1
Net result			**924.1**	**-2,490.7**	**-1,566.5**	**873.6**	**-1,997.4**	**-1,123.8**
		Non-controlling interests	87.9	-186.7	-98.8	91.6	-99.4	-7.8
Net result - Owners of the parent			**836.3**	**-2,304.0**	**-1,467.8**	**782.0**	**-1,898.0**	**-1,116.0**
Average number of shares and ORA (million)			91.0			91.1		
Recurring earnings per share (€)			**9.19**			**8.58**		
Recurring earnings per share growth			**7.11%**			**9.16%**		

2008 figures slightly differ from previous publication due to asset reclassification by segment in Austria and income tax allocation restated between recurring and non-recurring result.

The income statement by division is split between recurring and non-recurring result. The non-recurring result before tax is made up of the valuation movements on investment properties, fair value adjustments on derivatives and debts, the result on disposals and impairment of goodwill.
The income tax is also split between recurring taxes and non-recurring taxes. The Group refined the definition of recurring tax which led to an adjustment of full-year 2008 figures in the income statement by division.

Recurring tax is the outcome of:
- the payable income tax, but only as far as related to recurring income,
- plus/minus changes in a deferred tax asset recognized on tax losses stemming from recurring income (excluding those caused by a change in tax rate and/or those caused by a use of such deferred tax asset by non-recurring profits),
- plus/minus changes in "other deferred tax assets" and "other deferred tax liabilities" relating to recurring result.

Reconciliation between the Results by division and the income statement of the period (EPRA format) for 2009

(in €Mn)	Retail							Offices			C.E.[1]	Not allocated	TOTAL 2009
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Gross rental income	503.3	157.5	118.9	130.3	76.2	67.2	1,053.4	183.9	48.1	232.0	187.5	-	1,472.9
Net rental income	**453.9**	**142.5**	**90.2**	**119.8**	**73.1**	**62.1**	**941.6**	**178.7**	**40.9**	**219.6**	**96.1**	**-**	**1,257.3**
Administrative expenses	-	-	-	-	-	-	-	-	-	-	-	**-104.1**	**-104.1**
Revenues from other activities	-	-	-	-	-	-	-	-	-	-	97.8	57.4	155.2
Net other income	-	-	-	-	-	-	-	-	-	-	**22.8**	**18.0**	**40.8**
Gains on disposals	**0.1**	**5.3**	**1.1**	**-2.9**	**-29.7**	-	**-26.0**	**-7.7**	**-6.8**	**-14.6**	**0.4**	-	**-40.2**
Valuation movements	**-821.9**	**-102.1**	**-235.4**	**-287.5**	**-99.6**	**-41.8**	**-1,588.4**	**-318.3**	**-67.3**	**-385.6**	**-218.1**	-	**-2,192.1**
Impairment of goodwill	-		-	-	**-35.1**	-	**-35.1**	-	-	-	-	-	**-35.1**
Operating income	**-367.8**	**45.7**	**-144.1**	**-170.7**	**-91.3**	**20.3**	**-708.0**	**-147.3**	**-33.2**	**-180.5**	**-98.8**	**-86.2**	**-1,073.5**
Contribution of companies consolidated under equity method & interest on financial assets	-15.1	-	-	-	-	-	-15.1	-	-	-	1.7	-	-13.4
Profit on disposal of associates												-	-
Net financing costs												-282.1	-282.1
Bonds reedemable for shares												-6.3	-6.3
Net share settled bonds convertible into new and/or existing shares												-188.8	-188.8
Value adjustment of derivatives and discounting of loans and receivables												-116.8	-116.8
Income & dividends from non-consolidated companies												-0.1	-0.1
Pre-tax profit												**-**	**-1,681.1**
Corporate income tax												114.5	114.5
Net profit													**-1,566.5**

(1) Convention-Exhibition division

Reconciliation between the Results by division and the income statement of the period (EPRA format) for 2008

(in €Mn)	Retail							Offices			C.E.[1]	Not allocated	TOTAL 2008
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Gross rental income	456.4	175.9	119.4	114.4	70.3	48.5	984.9	175.2	64.6	239.8	198.0	-	1,422.7
Net rental income	**419.6**	**158.7**	**91.4**	**105.0**	**67.6**	**45.1**	**887.4**	**173.2**	**55.8**	**229.1**	**99.1**	**-**	**1,215.5**
Administrative expenses	-	-	-	-	-	-	-	-	-	-	-	**-107.4**	**-107.4**
Revenues from other activities	-	-	-	-	-	-	-	-	-	-	115.3	57.4	172.7
Net other income	-	-	-	-	-	-	-	-	-	-	**29.6**	**12.1**	**41.7**
Gains on disposals	-	**8.7**	-	-	**0.5**	-	**9.2**	**28.5**	**9.3**	**37.9**	-	-	**47.1**
Valuation movements	**-620.5**	**-53.5**	**-145.4**	**-251.9**	**14.4**	**-37.2**	**-1,094.2**	**-536.8**	**-87.3**	**-624.1**	**-54.9**	-	**-1,773.2**
Impairment of goodwill	-	-	-	-	-	**-16.4**	**-16.4**	-	-	-	-	**-4.3**	**-20.7**
Operating income	**-200.9**	**113.9**	**-54.0**	**-146.9**	**82.5**	**-8.5**	**-213.8**	**-335.0**	**-22.2**	**-357.2**	**73.8**	**-99.6**	**-596.9**
Contribution of companies consolidated under equity method & interest on financial assets	1.3	-	-	-	-	-	1.3	-	-	-	9.9	-	11.2
Profit on disposal of associates											7.2	-	7.2
Net financing costs												-275.2	-275.2
Bonds reedemable for shares												-11.5	-11.5
Value adjustment of derivatives and discounting of loans and receivables												-296.7	-296.7
Pre-tax profit												**-**	**-1,161.9**
Corporate income tax												38.1	38.1
Net profit													**-1,123.8**

(1) Convention-Exhibition division

Year-end 2009

Statement of financial position by division

(in €Mn)	Retail							Offices			C.E.(1)	Not allocated(2)	Dec. 31, 2009
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Investment properties at fair value	7,751.9	1,823.2	1,546.8	1,779.2	1,002.8	1,099.6	15,003.5	2,867.7	414.9	3,282.6	1,294.9	-	19,581.0
Investment properties at cost	184.5	1.7	22.2	103.2	36.2	30.7	378.5	189.9	-	189.9	3.2	-	571.6
Properties under promise or mandate of sale	-	332.3	-	-	-	-	332.3	39.2	24.9	64.1	-	-	396.4
Other tangible assets	-	-	-	-	-	-	-	135.9	-	135.9	-	49.7	185.6
Goodwill	9.0	-	59.1	-	39.7	74.0	181.9	-	-	-	28.2	10.3	220.4
Intangible assets	-	-	-	-	-	-	-	-	-	-	190.7	6.7	197.4
Shares and investments in companies consolidated under the equity method	66.1	-	-	-	-	-	66.1	-	-	-	203.4	-	269.6
	8,011.6	**2,157.2**	**1,628.1**	**1,882.4**	**1,078.7**	**1,204.4**	**15,962.4**	**3,232.6**	**439.8**	**3,672.5**	**1,720.5**	**66.7**	**21,422.0**
Other assets	248.8	22.9	19.4	43.5	215.9	8.3	558.9	129.4	0.6	129.9	94.1	475.4	1,258.3
Total Assets	**8,260.3**	**2,180.1**	**1,647.5**	**1,925.9**	**1,294.6**	**1,212.7**	**16,521.3**	**3,362.0**	**440.4**	**3,802.4**	**1,814.6**	**542.1**	**22,680.3**
Total Liabilities excluding shareholders' equity	**430.7**	**60.7**	**272.5**	**161.7**	**119.5**	**141.5**	**1,186.6**	**127.7**	**2.0**	**129.8**	**258.1**	**8,670.2**	**10,244.7**

(1) Convention-Exhibition division: includes site property services and hotels.
(2) Refers to structure properties, furniture and equipments items.

Investments by division

(in €Mn)	Retail							Offices			C.E.(1)	Not allocated	Dec. 31, 2009
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Investments in investment properties at Fair value	223.8	10.2	15.1	18.4	3.9	104.7	376.1	150.3	9.2	159.5	38.9	-	574.5
Investment in tangible assets at cost	83.4	5.2	9.2	45.0	5.3	1.3	149.4	95.4	7.6	103.0	15.7	5.7	273.9
Total investments	**307.2**	**15.4**	**24.3**	**63.4**	**9.2**	**106.0**	**525.5**	**245.7**	**16.8**	**262.5**	**54.6**	**5.7**	**848.4**

(1) Convention-Exhibition division

Year-end 2008

Statement of financial position by division

(in €Mn)	Retail							Offices			C.E.(1)	Not allocated(2)	Dec. 31, 2008
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Investment properties at fair value	8,132.7	2,319.1	1,757.4	1,999.7	1,117.8	1,010.9	16,337.5	3,286.4	584.8	3,871.2	1,493.9	-	21,702.6
Investment properties at cost	317.6	16.5	14.8	124.4	41.7	72.2	587.1	147.7	0.1	147.8	2.4	-	737.3
Properties under promise or mandate of sale	-	212.0	-	-	-	-	212.0	-	3.3	3.3	-	-	215.3
Other tangible assets	-	-	-	-	-	-	-	155.9	-	155.9	-	43.9	199.8
Goodwill	9.9	-	85.9		43.2	145.6	284.7	-	-	-	27.9	10.2	322.8
Intangible assets	-	-	-	-	-	-	-	-	-	-	176.6	9.6	186.2
Shares and investments in companies consolidated under the equity method	87.0	-	-	-	-	-	87.0	-	-	-	235.8	-	322.8
	8,547.2	**2,547.6**	**1,858.1**	**2,124.1**	**1,202.7**	**1,228.7**	**17,508.3**	**3,590.0**	**588.1**	**4,178.1**	**1,936.6**	**63.7**	**23,686.8**
Other assets	212.1	10.4	6.6	120.6	28.0	-	377.7	227.7	0.2	227.9	133.5	498.3	1,237.4
Total Assets	**8,759.4**	**2,558.0**	**1,864.7**	**2,244.6**	**1,230.7**	**1,228.7**	**17,886.0**	**3,817.7**	**588.3**	**4,406.0**	**2,070.1**	**562.0**	**24,924.2**
Total Liabilities excluding shareholders' equity	**381.9**	**68.2**	**111.0**	**263.1**	**33.8**	**5.3**	**863.4**	**65.9**	**6.3**	**72.2**	**427.0**	**9,412.0**	**10,774.5**

(1) Convention-Exhibition division: includes site property services and hotels.
(2) Refers to structure properties, furniture and equipments items.

Investments by division

(in €Mn)	Retail							Offices			C.E.(1)	Not allocated	Dec. 31, 2008
	France	Netherlands	Nordic	Spain	Central Europe	Austria	Total Retail	France	Others	Total Offices	France		
Investments in investment properties at fair value	285.2	17.9	16.0	462.5	4.5	599.0	1,385.1	76.2	22.0	98.2	454.3	-	1,937.6
Investment in tangible assets at cost	187.6	31.5	67.5	14.5	47.9	61.5	410.5	91.4	13.6	105.0	9.6	9.5	534.6
Total investments	**472.8**	**49.4**	**83.5**	**477.0**	**52.4**	**660.5**	**1,795.7**	**167.6**	**35.6**	**203.2**	**463.9**	**9.5**	**2,472.3**

(1) Convention-Exhibition division

3. Scope of consolidation

List of consolidated companies	Country	Method[1]	% interest Dec. 31, 2009	% control Dec. 31, 2009	% interest Dec. 31, 2008
SE Unibail-Rodamco	France	FC	100.00	100.00	100.00
SHOPPING CENTRES					
"ANDRAKA" Beteiligungsverwaltungs GmbH	Austria	FC	98.52	100.00	98.52
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	FC	88.67	90.00	88.67
SCS Infrastruktur GmbH	Austria	FC	98.52	100.00	98.52
SCS Liegenschaftsverwertung GmbH	Austria	FC	98.52	100.00	98.52
SCS Motor City Süd Errichtungsges.mbH	Austria	FC	98.52	100.00	98.52
Shopping Center Planungs- und Entwicklungsgesellschaft mbH	Austria	FC	98.52	100.00	98.52
Shopping Center Planungs- und Entwicklungsgesellschaft mbH & Co. Werbeberatung KG	Austria	FC	98.52	100.00	98.52
Shopping City Süd Erweiterungsbau Gesellschaft mbH & Co Anlagenvermietung KG	Austria	FC	98.52	100.00	98.52
Südpark Betriebs und Verwaltungs GmbH	Austria	PC	49.26	50.00	49.26
Centrum Cerny Most as	Czech Republic	FC	98.52	100.00	98.52
Centrum Praha Jih-Chodov sro	Czech Republic	FC	98.52	100.00	98.52
Moravska Obchodni as	Czech Republic	FC	64.04	65.00	64.04
Pankrac Shopping Center ks	Czech Republic	PC	73.89	75.00	73.89
Autopaikat Oy	Finland	PC	33.78	33.78	-
Kiinteistö Oy Vantaanportin Liikekeskus	Finland	PC	21.08	21.40	21.08
Kiinteistö Oy Vantaanportin Liiketilat	Finland	PC	59.11	60.00	59.11
SA SFLA	France	FC	100.00	100.00	100.00
SA Société d'Exploitation des Parkings et du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SARL Immo-Limo	France	FC	100.00	100.00	100.00
SAS Askela	France	FC	100.00	100.00	-
SAS Cipcom	France	FC	50.00	100.00	50.00
SAS des Grandes Bruyères	France	EM	10.00	10.00	10.00
SAS La Toison d'Or	France	FC	100.00	100.00	100.00
SAS Le Carrousel du Louvre	France	FC	100.00	100.00	100.00
SAS Monpar	France	FC	100.00	100.00	100.00
SAS Nice Etoile	France	FC	100.00	100.00	100.00
SAS Parimall-Bobigny 2	France	FC	98.52	100.00	98.52
SAS Parimall-Parly 2	France	FC	98.52	100.00	98.52
SAS Parimall-Ulis 2	France	FC	98.52	100.00	98.52
SAS Parimall-Vélizy 2	France	FC	98.52	100.00	98.52
SAS Parimmo-58 Marceau	France	FC	98.52	100.00	98.52
SAS Parly 2 Avenir	France	FC	77.24	78.40	77.24
SAS SALG	France	FC	98.52	100.00	98.52
SAS SFAM	France	FC	100.00	100.00	100.00
SAS Société de Lancement de Magasins à l'Usine	France	FC	100.00	100.00	100.00
SAS Spring Alma	France	FC	100.00	100.00	100.00
SAS Spring Valentine	France	FC	100.00	100.00	100.00
SAS Spring Vélizy	France	FC	100.00	100.00	100.00
SAS Uni-commerces	France	FC	100.00	100.00	100.00
SAS Uniwater	France	FC	100.00	100.00	100.00
SAS Villeneuve 2	France	FC	98.52	100.00	98.52
SCI 3borders	France	FC	100.00	100.00	-
SCI Aéroville	France	FC	100.00	100.00	100.00
SCI Berri Washington	France	FC	98.52	100.00	98.52
SCI Bobigninvest	France	-	Liquidated	Liquidated	98.52
SCI Bordeaux-Bonnac	France	FC	100.00	100.00	100.00
SCI Channel City	France	FC	100.00	100.00	100.00
SCI Colline Défense	France	-	Liquidated	Liquidated	53.30
SCI Coquelles et Coquelles	France	FC	100.00	100.00	100.00
SCI du CC de Bordeaux Préfecture	France	FC	61.00	61.00	61.00
SCI du CC de Lyon La Part Dieu	France	FC	98.52	100.00	98.52
SCI du CC de Rouen St Sever	France	FC	98.52	100.00	98.52
SCI du CC des Pontôts	France	FC	100.00	100.00	100.00
SCI du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SCI du Petit Parly 2	France	FC	98.52	100.00	98.52
SCI Eiffel Levallois Commerces	France	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest Dec. 31, 2009	% control Dec. 31, 2009	% interest Dec. 31, 2008
SCI Elysées Châlons	France	FC	98.52	100.00	98.52
SCI Elysées Parly 2	France	FC	98.52	100.00	98.52
SCI Elysées Vauban	France	FC	98.52	100.00	98.52
SCI Elysées Vélizy 2	France	FC	98.52	100.00	98.52
SCI Espace Commerce Europe	France	PC	50.00	50.00	50.00
SCI Evry Expansion	France	FC	100.00	100.00	100.00
SCI Extension Villeneuve 2	France	FC	98.52	100.00	98.52
SCI Foncière Marceau Saint Sever	France	FC	98.52	100.00	98.52
SCI Grand Magasin Sud LPD	France	FC	98.52	100.00	98.52
SCI Grigny Gare	France	FC	100.00	100.00	100.00
SCI Labex	France	FC	100.00	100.00	100.00
SCI Lyon Kléber	France	FC	98.52	100.00	98.52
SCI Lyon Les Brotteaux	France	FC	98.52	100.00	98.52
SCI Marceau Bussy-Sud	France	FC	98.52	100.00	98.52
SCI Marceau Côté Seine	France	FC	98.52	100.00	98.52
SCI Marceau Parly 2	France	FC	98.52	100.00	98.52
SCI Marceau Plaisir	France	FC	98.52	100.00	98.52
SCI Parlunic 2	France	FC	98.52	100.00	98.52
SCI Pégase	France	FC	53.30	53.30	53.30
SCI Rosny Beauséjour	France	PC	50.00	50.00	50.00
SCI Rosvil	France	FC	60.00	60.00	60.00
SCI Rouen Bretagne	France	FC	98.52	100.00	98.52
SCI Rouen Verrerie	France	FC	98.52	100.00	98.52
SCI SCC de la Défense	France	FC	53.30	53.30	53.30
SCI SCC du Triangle des Gares	France	EM	40.00	40.00	40.00
SCI Sicor	France	FC	73.00	73.00	73.00
SCI Sirmione	France	FC	100.00	100.00	100.00
SCI Takiya	France	-	Liquidated	Liquidated	100.00
SCI Tayak	France	FC	100.00	100.00	-
SCI Val Commerces	France	FC	50.02	50.02	50.02
SCI Vendôme Boisseuil	France	FC	100.00	100.00	100.00
SCI Vendôme Boissy 2	France	FC	100.00	100.00	100.00
SCI Vendôme Saint Genis	France	FC	100.00	100.00	100.00
SCI Vendôme Villeneuve 2	France	FC	98.52	100.00	98.52
SCI VRG 1	France	FC	100.00	100.00	100.00
SCI VRG 3	France	FC	100.00	100.00	100.00
SCI VRG 4	France	FC	100.00	100.00	100.00
SCI Winter	France	FC	50.02	50.02	50.02
SEP du CC d'Evry 2	France	PC	7.50	7.50	7.50
SEP du CC de Rosny 2	France	PC	26.00	52.00	26.00
SEP Extension Evry 2	France	PC	7.50	7.50	7.50
SEP Première Extension Evry 2	France	PC	7.50	7.50	7.50
SEP Valorisation CC LPD	France	PC	61.63	62.51	61.63
SEP Valorisation CC Parly 2	France	PC	47.14	48.47	47.14
SEP Valorisation CC Saint Sever	France	PC	75.42	76.55	75.42
SEP Valorisation CC Ulis 2	France	PC	38.65	38.92	38.65
SEP Valorisation CC Villeneuve 2	France	PC	51.79	52.57	51.79
SNC Almacie	France	FC	100.00	100.00	100.00
SNC CC Francilia	France	FC	100.00	100.00	100.00
SNC Cegep et Cie	France	FC	98.52	100.00	98.52
SNC de Bures-Palaiseau	France	FC	100.00	100.00	100.00
SNC de l'Extension de Rosny	France	FC	100.00	100.00	100.00
SNC du CC de Labège	France	FC	100.00	100.00	100.00
SNC Eiffel Levallois	France	-	Liquidated	Liquidated	100.00
SNC Les Docks de Rouen	France	FC	100.00	100.00	100.00
SNC Les Passages de l'Etoile	France	FC	100.00	100.00	100.00
SNC Maltèse	France	FC	100.00	100.00	100.00
SNC Randoli	France	FC	100.00	100.00	100.00
SNC Saint Genis Laval	France	FC	100.00	100.00	100.00
SNC Vélizy Petit-Clamart	France	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest Dec. 31, 2009	% control Dec. 31, 2009	% interest Dec. 31, 2008
SNC Vuc	France	FC	100.00	100.00	100.00
Immobilienkommanditgesellschaft Dr. Mühlhäuser & Co Einkaufscenter Magdeburg	Germany	PC	49.26	50.00	49.26
KG Schliebe & Co Geschäftszentrum Frankfurter Allee	Germany	PC	65.68	66.67	65.68
EKZ 6 ÖVT-E Kft	Hungary	PC	32.51	33.00	32.51
Euromall Kft	Hungary	FC	98.52	100.00	98.52
Vezer Center Kft	Hungary	FC	98.52	100.00	98.52
Rodamco CH1 Sp zoo	Poland	PC	49.26	50.00	49.26
Aupark as	Slovakia	PC	49.26	50.00	49.26
Essential Whites SL	Spain	FC	52.00	100.00	52.00
Promociones Immobiliarias Gardiner SL	Spain	FC	52.00	100.00	52.00
Proyectos Immobiliarios Time Blue SL	Spain	FC	50.35	100.00	50.35
Unibail-Rodamco Benidorm SL	Spain	PC	86.98	88.29	86.98
Unibail-Rodamco Garbera SL	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Inversiones SLU	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Ocio SLU	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Proyecto Badajoz SL	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Steam SL	Spain	FC	50.35	100.00	50.35
Unibail-Rodamco Vallsur SL	Spain	FC	98.52	100.00	98.52
Eurostop KB	Sweden	FC	98.52	100.00	98.52
Rodamco Arninge Centrum KB	Sweden	FC	98.52	100.00	98.52
Rodamco Centerpool AB	Sweden	FC	98.52	100.00	98.52
Rodamco Eneby AB	Sweden	FC	98.52	100.00	98.52
Rodamco Fisketorvet AB	Sweden	FC	98.52	100.00	98.52
Rodamco Forum Nacka KB	Sweden	FC	98.52	100.00	98.52
Rodamco Garage AB	Sweden	FC	98.52	100.00	98.52
Rodamco Helsingborg KB	Sweden	FC	98.52	100.00	98.52
Rodamco Nova Lund KB	Sweden	FC	98.52	100.00	98.52
Rodamco Nova Lund 2 AB	Sweden	FC	98.52	100.00	98.52
Rodamco Nova Lund 3 AB	Sweden	FC	98.52	100.00	98.52
Rodamco Parkering AB	Sweden	FC	98.52	100.00	98.52
Rodamco Solna Centrum AB	Sweden	FC	98.52	100.00	98.52
Rodamco Täby Centrum KB	Sweden	FC	98.52	100.00	98.52
Rodamco Tyresö Centrum AB	Sweden	FC	98.52	100.00	98.52
Rodamco Väsby Centrum AB	Sweden	FC	98.52	100.00	98.52
Oranjevast/Amvest CV	The Netherlands	EM	9.85	10.00	9.85
Rodamco Nederland Winkels BV	The Netherlands	FC	98.52	100.00	98.52
Turbozwaan BV	The Netherlands	FC	98.52	100.00	98.52
Unibail-Rodamco Nederland Winkels BV	The Netherlands	FC	98.52	100.00	98.52
OFFICES					
SA Rodamco France	France	FC	98.52	100.00	98.52
SAS Alba	France	FC	100.00	100.00	100.00
SAS Immobilière Château Garnier	France	FC	100.00	100.00	100.00
SAS Immobilière Louvre	France	FC	100.00	100.00	100.00
SAS Iseult	France	FC	100.00	100.00	100.00
SAS Liberty	France	-	Liquidated	Liquidated	100.00
SAS Parimmo-18 Bis Hoche	France	FC	98.52	100.00	98.52
SAS Parimmo-20 Hoche	France	FC	98.52	100.00	98.52
SAS Unibail Investissements II	France	FC	100.00	100.00	100.00
SCI 3-5 Malesherbes	France	FC	100.00	100.00	100.00
SCI Ariane-Défense	France	FC	100.00	100.00	100.00
SCI Bureaux Tour Crédit Lyonnais	France	FC	98.52	100.00	98.52
SCI Cnit Développement	France	FC	100.00	100.00	100.00
SCI Eiffel Levallois Bureaux	France	FC	100.00	100.00	100.00
SCI Gaîté Bureaux	France	FC	100.00	100.00	100.00
SCI Galilée-Défense	France	FC	100.00	100.00	100.00
SCI Le Sextant	France	FC	100.00	100.00	-
SCI Marceau Part Dieu	France	FC	98.52	100.00	98.52
SCI Ostraca	France	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest Dec. 31, 2009	% control Dec. 31, 2009	% interest Dec. 31, 2008
SCI Sept Adenauer	France	FC	100.00	100.00	100.00
SCI Village 3 Défense	France	FC	100.00	100.00	100.00
SCI Village 4 Défense	France	FC	100.00	100.00	100.00
SCI Village 5 Défense	France	FC	100.00	100.00	100.00
SCI Village 6 Défense	France	FC	100.00	100.00	100.00
SCI Village 7 Défense	France	FC	100.00	100.00	100.00
SCI Village 8 Défense	France	FC	100.00	100.00	100.00
SCI VRG 2	France	FC	100.00	100.00	100.00
SCI Wilson (Puteaux)	France	FC	100.00	100.00	100.00
SNC Capital 8	France	FC	100.00	100.00	100.00
SNC Gaîté Parkings	France	FC	100.00	100.00	100.00
SNC Lefoullon	France	FC	100.00	100.00	100.00
Akvest Kantoren CV	The Netherlands	FC	88.67	90.00	88.67
CONVENTION-EXHIBITION					
SA Comexposium (subgroup)	France	EM	50.00	50.00	50.00
SA Viparis - Le Palais des Congrès d'Issy	France	FC	47.56	95.12	-
SARL Pandore	France	FC	50.00	100.00	50.00
SAS Paris Expo Services	France	FC	50.00	100.00	50.00
SAS Société d'Exploitation du Palais des Sports	France	PC	50.00	50.00	50.00
SAS Viparis	France	FC	50.00	100.00	50.00
SAS Viparis - Le Bourget	France	FC	50.00	100.00	50.00
SAS Viparis - Le Palais des Congrès de Paris	France	FC	50.00	100.00	50.00
SAS Viparis - Nord Villepinte	France	FC	50.00	100.00	50.00
SAS Viparis - Palais des Congrès de Versailles	France	FC	45.00	90.00	45.00
SAS Viparis - Porte de Versailles	France	FC	50.00	100.00	50.00
SCI Propexpo	France	FC	50.00	50.00	50.00
SCI Tour Triangle	France	FC	50.00	100.00	-
SERVICES					
Donauzentrum Betriebsführungsges.mbH	Austria	FC	88.67	100.00	88.67
DX Donauplex Betriebsges.mbH	Austria	FC	88.67	100.00	88.67
SCS Immobilienverwaltungs GmbH	Austria	FC	98.52	100.00	98.52
Shopping Center Vösendorf Verwaltungsgesellschaft mbH	Austria	FC	98.52	100.00	98.52
Südpark Holding GmbH	Austria	FC	98.52	100.00	98.52
Unibail-Rodamco Beteiligungsverwaltung GmbH	Austria	FC	98.52	100.00	98.52
Unibail-Rodamco Invest GmbH	Austria	FC	98.52	100.00	98.52
Rodamco Ceska Republica sro	Czech Republic	FC	98.52	100.00	98.52
SARL Sovalec	France	FC	99.26	100.00	99.26
SARL SPSP	France	FC	100.00	100.00	100.00
SAS Cnit Restauration	France	FC	100.00	100.00	100.00
SAS Espace Expansion	France	FC	100.00	100.00	99.99
SAS Rodamco France Management	France	FC	98.52	100.00	98.52
SAS Rodamco Gestion	France	FC	98.52	100.00	98.52
SAS S2B	France	FC	100.00	100.00	100.00
SAS Société d'Exploitation Hôtelière du Cnit	France	FC	100.00	100.00	100.00
SAS Unibail Management	France	FC	100.00	100.00	100.00
SAS Unibail Marketing & Multimédia	France	FC	100.00	100.00	100.00
SAS Unibail-Rodamco Développement	France	FC	100.00	100.00	100.00
PFAB GmbH	Germany	EM	21.89	22.22	-
Rodamco Europe Sp zoo	Poland	FC	98.52	100.00	98.52
Rodamco Metropolis Management LLC	Russia	FC	98.52	100.00	98.52
RF Property Management spol, sro	Slovakia	PC	49.26	50.00	-
Unibail-Rodamco Spain SA	Spain	FC	98.52	100.00	98.52
Rodamco Management AB	Sweden	FC	98.52	100.00	98.52
Rodamco Projekt AB	Sweden	FC	98.52	100.00	98.52
Rodamco Sverige AB	Sweden	FC	98.52	100.00	98.52
Rodamco Europe Beheer BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Nederland BV	The Netherlands	FC	98.52	100.00	98.52
Unibail-Rodamco Development Nederland BV	The Netherlands	FC	98.52	100.00	98.52
Unibail-Rodamco Management BV	The Netherlands	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest Dec. 31, 2009	% control Dec. 31, 2009	% interest Dec. 31, 2008
HOLDINGS AND OTHER					
SCS Werbegesellschaft mbH	Austria	FC	98.52	100.00	98.52
Unibail-Rodamco Liegenschaftserwerbs GmbH	Austria	FC	98.52	100.00	98.52
Rodamco Pankrac as	Czech Republic	FC	98.52	100.00	98.52
Rodareal Oy	Finland	FC	98.52	100.00	98.52
SA Société de Tayninh	France	FC	97.68	97.68	97.68
SA Uni-Expos	France	FC	100.00	100.00	100.00
SA Union Internationale Immobilière	France	FC	98.52	100.00	98.52
SA Viparis Holding	France	FC	50.00	50.00	-
SARL Espace Expansion Immobilière	France	FC	100.00	100.00	100.00
SAS Cegep	France	-	Liquidated	Liquidated	98.52
SAS Doria	France	FC	100.00	100.00	100.00
SAS Frankvink Investissements	France	FC	98.52	100.00	98.52
SAS Hoche Poincaré	France	FC	98.52	100.00	98.52
SAS Unibail-Rodamco Participations	France	FC	100.00	100.00	100.00
SAS Valorexpo	France	FC	100.00	100.00	100.00
SCI 39/41 rue Cambon	France	FC	100.00	100.00	100.00
SCI Arali	France	FC	100.00	100.00	100.00
SNC Financière 5 Malesherbes	France	FC	100.00	100.00	100.00
SNC Foncière Richelieu Commerce	France	FC	100.00	100.00	100.00
Rodamco Deutschland GmbH	Germany	FC	98.52	100.00	98.52
Rodamco Deutschland GmbH & Co Süd Liegenschafts KG	Germany	FC	98.52	100.00	98.52
Rodamco Germany Management GmbH	Germany	-	Liquidated	Liquidated	98.52
Zeilgalerie Gbr	Germany	FC	98.52	100.00	98.52
Arrendamientos Vaguada CB	Spain	PC	61.55	62.47	61.55
Promociones Unibail-Rodamco Generales SLU	Spain	FC	98.52	100.00	98.52
Proyectos Immobiliarios New Visions SL	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Levante SLU	Spain	FC	98.52	100.00	98.52
Unibail-Rodamco Parques Comerciales SLU	Spain	FC	98.52	100.00	98.52
Eurostop AB	Sweden	FC	98.52	100.00	98.52
Eurostop Holding AB	Sweden	FC	98.52	100.00	98.52
Fastighetsbolaget Helsingborg Östra AB	Sweden	FC	98.52	100.00	-
Fastighetsbolaget Helsingborg Västra AB	Sweden	FC	98.52	100.00	-
Fjärilen Bostads AB	Sweden	FC	98.52	100.00	-
Piren AB	Sweden	FC	98.52	100.00	98.52
Rodamco AB	Sweden	FC	98.52	100.00	98.52
Rodamco Expand AB	Sweden	FC	98.52	100.00	98.52
Rodamco Hallunda Centrum HB	Sweden	FC	98.52	100.00	98.52
Rodamco Holding AB	Sweden	FC	98.52	100.00	98.52
Rodamco Invest AB	Sweden	FC	98.52	100.00	98.52
Rodamco Nacka AB	Sweden	FC	98.52	100.00	98.52
Rodamco Northern Europe AB	Sweden	FC	98.52	100.00	98.52
Rodamco Täby AB	Sweden	FC	98.52	100.00	98.52
Rodamco Tumlaren AB	Sweden	FC	98.52	100.00	98.52
Belindam BV	The Netherlands	FC	98.52	100.00	98.52
Cijferzwaan BV	The Netherlands	FC	98.52	100.00	98.52
Deenvink BV	The Netherlands	FC	98.52	100.00	98.52
Dotterzwaan BV	The Netherlands	FC	98.52	100.00	98.52
Feldkirchen BV	The Netherlands	FC	98.52	100.00	98.52
New Tower Real Estate BV	The Netherlands	FC	50.35	51.11	50.35
Old Tower Real Estate BV	The Netherlands	FC	52.00	52.78	52.00
Rodamco Austria BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Central Europe BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Czech BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Deutschland BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Eastern Europe Holding BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco España BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Europe Finance BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Europe Finance II BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Europe NV	The Netherlands	FC	98.52	98.52	98.52
Rodamco Europe Properties BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Hungary BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Project I BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Retail Deutschland BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Russia BV	The Netherlands	FC	98.52	100.00	98.52
Rodamco Turkey BV	The Netherlands	FC	98.52	100.00	98.52
Romanoff Eastern Europe Property BV	The Netherlands	FC	78.82	80.00	78.82
RoProperty Holding BV	The Netherlands	-	Liquidated	Liquidated	35.37
Vuurvink BV	The Netherlands	FC	98.52	100.00	98.52

(1) FC : fully consolidated companies, PC: proportional consolidation method, EM: consolidated under the equity method.

4. Highlights and comparability of the last two years

In 2008

1. Creation of VIPARIS and COMEXPOSIUM

On January 28, 2008 the Paris Chamber of Commerce and Industry ("CCIP") and Unibail-Rodamco Group announced the final signature of the agreement to merge their activities in the Convention-Exhibition sector in France, regarding ownership and management of the venues as well as the organisation of exhibitions.
This signature marked the achievement of a merger process initiated in 2007 and authorised, after approval of the French Competition Authorities ("Conseil de la Concurrence" with Official Bulletin of December 6, 2007), by the Economy, Finance and Employment Ministry and published in the "Journal Officiel" of January 25, 2008.

Henceforth, the management of the Convention-Exhibition venues takes place under the new and sole brand name "Viparis" and regroups 9 important venues in the Paris Region : the Palais des Congrès de Paris, Parc des Expositions de Paris-Nord Villepinte, Palais des Congrès de Versailles, Parc des Expositions de Paris Le Bourget, Parc des Expositions de la Porte de Versailles, CNIT, Carrousel du Louvre, Espace Champerret, and Espace Grande Arche.

The ownership of these venues (except Cnit and Carrousel du Louvre) is held at an equal share by the CCIP and Unibail-Rodamco. According to the governance policies adopted for Viparis, these venues have been fully consolidated.

From an operational point of view, the combination was effective at January 1, 2008, and thus was accounted for in the consolidated statements from this date. For this combination, the company SCI Propexpo was created with the aim to own almost all venue properties, as the venue management companies were centralised under the company SA Viparis - Le Palais des Congrès. All of these companies are held at an equal share by the CCIP and Unibail-Rodamco; according to the governance policies they have been fully consolidated.

The entry into the scope of consolidation of the CCIP's Convention-Exhibition venues was made for Palais des Congrès de Paris through assets transferred, for Paris-Nord Villepinte by acquisition of assets and for the other venues and the venue management companies by entities transferred.

The main impacts of these entries on the consolidated balance sheet at their date of entry were the following:

Investment properties: €601.4 Mn
Goodwill: €42.5 Mn
Intangible assets: €204.1 Mn
Deferred tax liabilities: €87.0 Mn
Long term borrowings: €255.0 Mn
Non-controlling interests: €154.3 Mn

Furthermore for the Venue management companies, the cost of the business combination amounts to €87.5 Mn. A goodwill of €42.6 Mn has been recognised which relates to the deferred tax liabilities recorded.
These companies contribute in 2008 to the gross rental income of the Group for an amount of €90.2 Mn, and to the "revenues from other activities" for €59.0 Mn.
Their contribution to the recurring result amounts to €5.7 Mn and to the non-recurring result for - €70.8 Mn.

The transfer of 50% of Unibail-Rodamco's ownership of its Convention-Exhibition venues has been made through the disposal of 50% of its stake in Parc des Expositions de la Porte de Versailles and the transfer of 50% of its venue management company. These transfers generated a net profit of €54.9 Mn recorded in equity. Non-controlling interests amounted to €116 Mn at the date of transfer.

The merger of the CCIP and Unibail-Rodamco's Convention-Exhibition activities also resulted in the combination of Comexpo and Exposium to create the Comexposium Group, one of the leading organisers of exhibitions in France with more than 180 exhibitions representing 35,000 exhibitors and 4.1 million visitors per year.

This new entity is held at an equal share by CCIP and Unibail-Rodamco. According to the governance policies adopted for Comexposium, this entity is consolidated under the equity method.

The change of consolidation method for Exposium from fully consolidated to the equity method had the following main impacts on the consolidated balance sheet.

Intangible assets: - €238.8 Mn
Goodwill: - €154.1 Mn
Deferred tax liabilities: - €69.1 Mn

Net disposal profit was recorded in the income statement for an amount of €7.2 Mn.

The value of the stake in the Comexposium subgroup at the date of entry amounted to €69.1 Mn and a loan of €165.9 Mn was granted by the Group.

2. Acquisitions

• Acquisition of Shopping City Süd, Vienna

On May 21, 2008, Unibail-Rodamco acquired 140,400 m^2 in "Shopping City Süd" in Vienna, Austria. As this involves both the property and the operational and financial management, the acquisition was treated as a business combination.

Detail of the purchase price allocation :

Purchase price	617.9
Direct costs relating to the acquisition	7.9
Total purchase price	625.8
Fair value of net identifiable assets and liabilities	496.4
Goodwill	129.4

The goodwill relates mainly to the deferred tax liability recorded for an amount of - €113.2 Mn after the assets were booked at their fair value at the date of acquisition. The remaining amount of €16.4 Mn, which mainly corresponds to the purchase costs, was impaired.

The amounts recognised at the acquisition date for each class of assets and liabilities and the carrying amounts before combination are presented below.

(in €Mn)	Fair value	Carrying amounts before combination
Non current assets	**618.1**	**160.5**
Tangible assets	28.0	4.3
Investment properties	580.8	156.2
Deferred tax assets	9.3	-
Current assets	**13.6**	**12.7**
Trade receivables from activity	1.2	1.2
Other trade receivables	1.8	0.9
Cash and cash equivalents	10.6	10.6
Total assets	**631.7**	**173.2**
Total equity	**496.4**	**151.3**
Non current liabilities	**122.1**	**8.7**
Long-term bonds and borrowings	8.3	8.3
Deferred tax liabilities	113.2	-
Other liabilities	0.6	0.4
Current liabilities	**13.2**	**13.2**
Amounts due to suppliers and other current debt	3.6	3.6
Other liabilities	9.6	9.6
Total liabilities and equity	**631.7**	**173.2**

The values recognised in the consolidated balance sheet as at December 31, 2008 are based upon current best estimates. No further adjustments were recognised within twelve months of the acquisition.

The amount of the result included since the date of acquisition in the consolidated accounts amounts to €1 Mn for the recurring result and to - €46.6 Mn for the non-recurring result.

If the entry of Shopping City Süd into the scope of consolidation had been January 1, 2008 the impact would be:
- Gross rental income: €33.5 Mn
- Recurring result: €2.8 Mn
- Non-recurring result: - €46.6 Mn

• Purchase of non-controlling interests in VUC & Almacie

In France, a partner exercised its option to sell to Unibail-Rodamco its stakes in Rennes-Alma (43%) and Vélizy Usines Centres (49%) for €110.9 Mn. Unibail-Rodamco now owns 100% of these two shopping centres.

• Acquisition of Toys in Los Arcos

During the first half 2008, Unibail-Rodamco acquired Toys in Los Arcos, Spain, representing 4,301 m2 for a cost of €14.2 Mn.

• Acquisition of an economic interest in an office building in Warsaw

€30.5 Mn was invested in March 2008 for an economic interest in an office building in Warsaw, Poland (12,115 m^2 adjacent to Zlote Tarasy shopping centre). As the developer is not yet in a position to deliver the shares, this investment was accounted for as a prepayment and a financial income has been recorded instead of rental income.

• Acquisition of shopping centres in Spain

Unibail-Rodamco completed in July 2008 the acquisition of two shopping centres in Spain, "La Maquinista" and "Habaneras", for a total amount of €434 Mn. As at December 18, 2008, respectively 48.89% and 47.22% of the shares and loans of the companies owners of the assets were sold to GIC Real Estate based on the same asset value.

• Acquisition of an office property in France

On December 1, 2008, Unibail-Rodamco acquired an additional office property located at 10 rue Vercingétorix, Paris 14th, France for a net investment of €15.9 Mn.

• Acquisition of Aquaboulevard

On December 30, 2008, Unibail-Rodamco acquired Aquaboulevard located at Paris 15th, France for a net investment price of €62.5 Mn.

3. Disposals

• Divestment of part of the Dutch Retail portfolio of high street shops

Unibail-Rodamco divested a part of the Dutch Retail portfolio to IEF Capital NV, a joint venture of Bouwfonds Asset Management and Inflation Exchange Fund for an amount of €716 Mn. This disposal had no effect on the 2008 net result, as these assets were classified as at December 31, 2007 as "properties under promise or mandate of sale" and valued at their price of sale.

• Divestment of Belgian and German assets

Unibail-Rodamco sold its holdings in Belgium and assets in Germany for a net disposal price of €112.5 Mn. Unibail-Rodamco no longer has investments in Belgium.

• Sale of offices in France, The Netherlands and Ukraine

Six buildings were sold in France in 2008 for a total net disposal price of €309.1 Mn, two of them (136 avenue Charles de Gaulle - Neuilly sur Seine and 17-21 rue du Faubourg St Honoré - Paris 8th) representing 75% of the proceeds.

Four buildings in The Netherlands (Parnassustoren-Amsterdam, Schonenvaert-Haarlem, OHK-Amsterdam and Hoogstraat-Rotterdam), logistics premises in Spain and one building in Ukraine were sold for a total net disposal price of €305.4 Mn.

4. Rodamco Europe delisting

Rodamco Europe NV was delisted from the Amsterdam and Paris stock exchanges on May 13, 2008.

5. Completion of the purchase price allocation of the Unibail Rodamco business combination

In accordance with IFRS rules, the purchase price allocation of the business combination of Unibail and Rodamco was completed on June 30, 2008. The final assessment of the value of assets for sale was incorporated with an offset in goodwill value. The full impairment of this goodwill led to an adjustment of 2007 net profit from €1,140.6 Mn to €1,126.0 Mn with no change in recurring result.

In 2009

1. Acquisitions

As at October 30, 2009, Unibail-Rodamco completed the acquisition for a total net amount of €59 Mn of the shares of SCI Le Sextant, company owning the office building Le Sextant, located in Paris on top of the Aquaboulevard asset held by the Group.

2. Disposals

• Disposals of offices

Four buildings were sold in France in 2009 for a total net disposal price of €288.6 Mn at an average buyer's net initial yield of 6.15%. Two of them (34-36 rue Cambon-Paris and the Clichy building) representing 89% of the proceeds were sold in December 2009.
Three buildings in The Netherlands and one in Sweden were sold for a total net disposal price of €109.1 Mn.

• Disposals of shopping centres

The Group divested €324.2 Mn from its Retail portfolio in 2009, 99% of which came from Dutch high street retail assets, pursuant to the Group's strategy to concentrate on large shopping centres.

3. Issuance of net share settled bonds convertible into new and/or existing shares (ORNANE)

Unibail-Rodamco announced on April 29, 2009 the settlement-delivery of 3,928,670 net share settled bonds convertible into new and/or existing shares (ORNANE) at a nominal value of €146.36 per unit (including a premium of 30% compared to the reference price of the Unibail-Rodamco share) for a total amount of €575 Mn.
The private placement of the ORNANE to qualified investors was very successful with an order book of more than €4.5 billion corresponding to a 9x oversubscription coming primarily from long term investors.

The public offer was open from April 22, 2009 to April 24, 2009 included, based on a prospectus approved by the French securities regulator, Autorité des marchés financiers (the "AMF") under No. 09-104 on April 21, 2009. The prospectus constituted of the annual report, document de référence, filed with the AMF on March 18, 2009 under the No. D.09-0129 and a securities note, note d'opération (which includes a summary of the prospectus).

These bonds are listed on the Euronext Paris market of NYSE Euronext.

Main characteristics of the ORNANE (for more details, refer to the above mentioned "note d'opération")

- Bonds issued at par and bearing interest of 3.50% per year, applied to its nominal value, payable annually in arrears on January 1 of each year from January 1, 2010.
- Bonds redeemable in full at par and without premium on January 1, 2015.
- In case of early redemption, the bondholders will have the right to receive for one bond an allocation of :
  (a) an amount in cash equal to the lesser of (i) the nominal value of the bonds and (ii) the conversion value (adjusted arithmetic mean of the volume-weighted average trading price of Unibail-Rodamco shares over a period of 10 consecutive trading days beginning from the exercise date inclusive of the conversion right),
  (b) if the conversion value is greater than the nominal value of the bond, an amount payable in new or existing Unibail-Rodamco shares or a combination of the two, at the option of Unibail-Rodamco, corresponding to the difference between the conversion value and the nominal value of the bond.

Being a financial debt with an embedded derivative, and in accordance with IAS 39, the ORNANE are accounted for fully, right from the start, at fair value, on a separate line in the statement of financial position, with subsequent changes recorded on a separate line in the income statement. The accrued interests are classified in the consolidated statement of financial position on the line "Current borrowings and amounts due to credit institutions". The interest expenses are classified in the statement of comprehensive income on the line "Net financing costs".

4. Conversion into a European Company

The General Meeting of shareholders held on May 14, 2009 approved the conversion of the Company into a European Company with a Management Board and a Supervisory Board under the provisions of the Council Regulation 2001/2157/EC and article L. 225-245-1 of the French Commercial Code.

5. Rodamco Europe squeeze out proceedings

On March 23, 2009, Unibail-Rodamco submitted to the Court of Appeal a new buyout price proposal within the buyout procedure currently pending.
On the basis of the initial exchange ratio proposed for the Public Exchange Offer applied to the average closing prices of the Shares during the 30 trading days preceding March 23, 2009, the relevant price submitted to the Court equals €54.33 per Rodamco Europe NV share minus any distributions made after the date of the judgment rendered by the Court until the date of transfer of the shares to Unibail-Rodamco, plus interest accrued from the date of such judgment until the date of transfer of the shares to Unibail-Rodamco.

A judgment of the Enterprise Chamber of the Amsterdam Court of Appeal is expected in March 2010.

6. Bonds Redeemable for Shares conversion

During the year 2009, 9,297,338 bonds redeemable for shares were exercised. At the end of December 2009, there remained 19,684 bonds redeemable for shares not exercised, giving rights to 20 077 shares.

7. Leave the Dutch FBI regime

As reported in its press release of December 11, 2009, Unibail-Rodamco expects to lose its status as FBI (Fiscale Beleggings Instelling) in The Netherlands for its Dutch activities in 2010. Unibail-Rodamco still qualifies as a SIIC under the French SIIC regime. Differences between the French SIIC and the Dutch FBI regime, although materially insignificant in the Group's case, proved to be irreconcilable for the Dutch tax authorities.
The Group expects that this development will have no material impact on its recurring results for the foreseeable future, due to significant Dutch tax-loss carry forwards the Group will realise, resulting from the decline in real estate values since the merger between Unibail Holding SA and Rodamco Europe NV, and the implementation of other measures.

8. Disposal of Russian activity

The Group decided to exit from the Metropolis shopping centre project in Moscow, in line with the strategy to concentrate investments on cities where the Group already has a presence. All the costs related to this discontinued operation were recorded in the result for the period on the line "result on disposal of investment properties" for an amount of €30.4 Mn.

9. Impairment of the Shopping City Süd goodwill

A fiscal group was created in 2009 for Shopping City Süd in Austria, leading to the recognition of deferred tax assets of €70.5 Mn. The goodwill recorded at the acquisition was impaired for the same amount. Both amounts were recorded on the line "income tax expenses" of the statement of comprehensive income.

5. Notes and comments

5.1. Notes to the consolidated assets

Note 1 – Investment properties

In accordance with the preferred method provided under IAS 40, investment properties are stated at their market value as determined by independent appraisers.

Whereas during the first half of 2009 a large downward value correction took place, the second half and most notably the fourth quarter of 2009 has shown stabilisation in property investment markets. The second half contrasts with the first half of the year, when the company reported a shortage of representative ("benchmark") transactions. Investors are increasingly seeking to take advantage of the re-pricing that occurred since the start of the crisis. This increased interest, combined with improved availability of equity and credit, has led to the execution of more representative transactions and improved liquidity for large prime assets, which in turn has led to stabilisation of prime yields compared to June 30, 2009 valuations. Investors' interest remained focused on prime product with secure cash flow.
Some appraisers have observed that the volumes involved in investments in real estate remain relatively thin. Given the underlying macro-economic fundamentals, the markets may continue to show some volatility. Yet the increase in volumes towards the end of the year, combined with the increased investor appetite for transactions, gives a solid basis for the year-end 2009 valuations.

Investment Properties Under Construction (IPUC) are covered by IAS 40 since January 1, 2009 and hence are eligible for revaluation except for those for which the fair value is not reliably determinable (see section 1 "Accounting principles and consolidation methods").
Investment Properties Under Construction are taken at fair value once management considers that a substantial part of the development's uncertainty has been eliminated, such that a reliable fair value can be established. The company uses generic guidelines to establish the remaining level of risk, focusing notably on uncertainty remaining in construction and leasing.
Investment Properties Under Construction were valued using a discounted cash flow or yield method approach (in accordance with RICS and IVSC standards) as deemed appropriate by the independent appraiser. In some cases, both methods were combined to validate and cross-check critical valuation parameters.

Investment Properties Under Construction stated at fair value relate to Tour Oxygène, Cours Oxygène and Rennes Alma extension in France, the Donauzentrum extension in Austria, Almere Buitenmere in The Netherlands and Maquinista extension in Spain. These projects represented a total amount of €274.1 Mn in the consolidated statement of financial position at December 31, 2009, of which €103.4 Mn for Offices and €170.7 Mn for Retail. The total impact of the revaluation of these assets in the income statement for 2009 is a loss of €15.6 Mn.
The French assets Docks 76 (Rouen) and Docks Vauban, recorded as IPUC at cost at year-end 2008, were successfully opened respectively in May and in October 2009 and are now included in the investment properties at fair value.

As at December 31, 2009, the assets still stated at cost are mainly, in Spain, Benidorm and Badajoz ; in France, Lyon Confluence, Tour Phare, the Eiffel project and Majunga ; in the Czech Republic, the extensions of Centrum Chodov and Centrum Cerny Most ; in Sweden, the Täby extension and the Mall of Scandinavia.
Assets still stated at cost are subject to an impairment test at December 31, 2009. The total amount of impairment booked at December 31, 2009 is €53.9 Mn.

As mentioned in section 1 "Accounting principles and consolidation methods" § 1.5 "Asset valuation methods", for the Shopping Centre and Office portfolios, the valuation principles adopted are based on the discounted cash flow and yield methodologies.
For the Convention-Exhibition portfolio, the valuation methodology adopted is mainly based on a discounted cash flow model applied to total net income projected over the life of the concession or leasehold, if it exists, or otherwise over a 10-year period, with an estimation of the asset's value at the end of the given time period, based either on the residual contractual value for concessions[1] or on capitalised cash flows over the last year.

Shopping Centre portfolio
Based on an asset value excluding estimated transfer taxes and disposal costs, the division net initial yield at December 31, 2009 came to 6.1% vs. 5.4% at year-end 2008.
Based on the year-end yield of 6.1%, a further change of +25 basis points would result in a downward adjustment of €631 Mn (or -3.8%) of the portfolio value (including transfer taxes and disposal costs).

Office portfolio
For occupied offices and based on an asset value excluding estimated transfer taxes and disposal costs, the division net initial yield at December 31, 2009 increased by 60 basis points vs. year-end 2008.

Based on the year-end yield of 7.0%, a further change of +25 basis points would result in a downward adjustment of €127 Mn (or -3.2%) of the portfolio value (occupied and vacant space, including transfer taxes and disposal costs).

(1) For Porte de Versailles, a concession renewal probability of 33% was assumed by the appraiser.

Convention-Exhibition portfolio

Based on the valuations, the average EBITDA yield on Viparis at December 31, 2009 (2009 recurring operating profit divided by the value of the asset, excluding transfer taxes) was 9.0%.

For further information on the parameters used for the investment properties valuation, please refer to the note on the Net Asset Value.

As at December 31, 2009, the outstanding balances of deferred lease incentives and key monies amortised over the firm term of the lease and deducted from the appraisal value represented €54.6 Mn.

Changes in investment properties at fair value

2009 Change

(in €Mn)	Dec. 31, 2008	Acquisitions(1)	Changes in the scope of consolidation(2)	Capitalised expenses(3)	Disposals(4)	Reclassification and transfer of category(5)	Valuation movements	Currency translation	Dec. 31, 2009
Retail	16,337.5	53.5	-	322.5	-92.7	-59.8	-1,537.9	-19.7	15,003.5
Offices	3,871.2	40.2	59.2	60.2	-391.2	6.5	-365.0	1.6	3,282.6
Convention-Exhibition centres	1,493.9	7.5	-	31.4	-2.5	-0.1	-235.4	-	1,294.8
Total investment properties	**21,702.7**	**101.2**	**59.2**	**414.1**	**-486.4**	**-53.4**	**-2,138.3**	**-18.2**	**19,581.0**
Properties under promise or mandate of sale	215.3	-	-	-	-215.3	396.4	-	-	396.4(6)
Total	**21,918.0**	**101.2**	**59.2**	**414.1**	**-701.8**	**343.0**	**-2,138.3**	**-18.2**	**19,977.4**

(1) The main acquisitions were additional plots in Shopping City Süd in Vienna, Austria for Retail, a forward purchase agreement for Tour Oxygène in Lyon, France for Offices and a ground lease of Espace Champerret in Paris, France for Convention-Exhibition centres.
(2) The main entry into the scope of consolidation relates to Le Sextant in Paris, France for Offices.
(3) Major works related to the Cnit – Paris La Défense (€64.2 Mn), Tour Galilée Paris La Défense offices (€17.6 Mn) and Tour Oxygène offices (€5.8 Mn) in Lyon, and for shopping centres Docks Vauban in Le Havre (€35.4 Mn), Docks 76 in Rouen (€33.6 Mn), Cours Oxygène in Lyon (€16.1 Mn) and Les Quatre Temps in Paris La Défense (€11.9 Mn), in France, Shopping City Süd (€57.9 Mn) and Donauzentrum (€46.8 Mn) in Vienna, Austria and Forum Nacka in Stockholm, Sweden (€5.0 Mn) and for Convention-Exhibition centres, in France, Parc des Expositions de Paris-Nord Villepinte (€10.7 Mn) and Parc des Expositions de la Porte de Versailles (€5.9 Mn).
(4) Refers mainly to the disposal of high street shops and an office property in The Netherlands (€411.7 Mn), and office properties in France (€283.3 Mn) and in Sweden (see section 4 "Highlights and comparability of the last two years – In 2009").
(5) The office Tour Oxygène and shopping centres Cours Oxygène and the Rennes Alma extension, all in France, the Donauzentrum extension in Austria, the Maquinista extension in Spain and the Buitenmere extension in The Netherlands were transferred from Investment Properties Under Construction at cost to Investment properties at fair value. In France, the shopping centres Docks 76 in Rouen, Docks Vauban in Le Havre and Esplanade in Lyon, were delivered during the period.
(6) Sales commitments for office properties in France and in Spain for a total amount of €64.1 Mn and for retail properties in The Netherlands for a total amount of €332.3 Mn.

2008 Change

(in €Mn)	Dec. 31, 2007 restated	Acquisitions	Changes in the scope of consolidation	Capitalised expenses	Disposals	Reclassification and transfer of category	Valuation movements	Currency translation	Dec. 31, 2008
Retail	15,915.2	569.7	591.2	223.2	-54.2	255.0	-1,052.1	-110.5	16,337.5
Offices	4,691.1	16.8	-37.4	81.4	-491.6	235.9	-598.8	-26.2	3,871.2
Convention-Exhibition centres	914.6	430.8	96.4	23.5	-	-1.2	29.8	-	1,493.9
Total investment properties	**21,520.9**	**1,017.3**	**650.2**	**328.1**	**-545.8**	**489.7**	**-1,621.1**	**-136.7**	**21,702.7**
Properties under promise or mandate of sale	784.0	-	-	-	-755.9	187.3	-	-	215.3
Total	**22,304.9**	**1,017.3**	**650.2**	**328.1**	**-1,301.7**	**677.0**	**-1,621.1**	**-136.7**	**21,918.0**

Changes in investment properties at cost

2009 Change

(in €Mn)	Dec. 31, 2008	Acquisitions(1)	Capitalised expenses(2)	Disposals(3)	Reclassification and transfer of category(4)	Impairment(5)	Currency translation	Dec. 31, 2009
Gross value	760.9	87.4	166.4	-24.8	-341.2	-34.7	0.3	614.2
Amortisation	-23.4	-	-	-	-	-19.2	-	-42.6
Total	**737.5**	**87.4**	**166.4**	**-24.8**	**-341.2**	**-53.9**	**0.3**	**571.6**

(1) Relates to the acquisition of a piece of land for La Maquinista extension in Barcelona, Spain for €28.5 Mn and offices properties in Levallois-Perret, France for €58.9 Mn
(2) Major works related to the shopping centres Lyon Confluence (€68.9 Mn) and Eiffel retail (€8.4 Mn) in France and Almere Buitenmere (€5.0 Mn) in The Netherlands and to Eiffel (€25.3 Mn) and Phare (€7.9 Mn) offices in France.
(3) Main disposals refer to Badajoz in Spain for retail and Zoetermeer offices in The Netherlands and the exit from the Metropolis project in Moscow, Russia.
(4) Corresponds mainly to the transfer of assets to the category "Investment properties at fair value". See "Changes in investment properties at fair value" footnote (5) for more details.
(5) Refers mainly to the impairment of the shopping centres projects Benidorm in Spain, Parly 2 extension in France and other offices in The Netherlands.

2008 Change

(in €Mn)	Dec. 31, 2007	Acquisitions	Capitalised expenses	Changes in the scope of consolidation	Disposals	Reclassification and transfer of category	Currency translation	Dec. 31, 2008
Gross value	797.8	10.5	462.0	16.4	-2.3	-520.4	-3.1	760.9
Amortisation	-	-	-	-	-	-23.4	-	-23.4
Total	**797.8**	**10.5**	**462.0**	**16.4**	**-2.3**	**-543.8**	**-3.1**	**737.5**

Note 2 – Other tangible assets

2009 Change

Gross value (in €Mn)	Dec. 31, 2008	Acquisitions and capitalised expenses(1)	Changes in the scope of consolidation(2)	Disposals	Amortisation	Other movements	Dec. 31, 2009
Operating assets	168.3	-	-	-	-	-	168.3
Furniture and equipment	70.9	18.2	1.9	-3.5	-	-0.9	86.6
Total	**239.2**	**18.2**	**1.9**	**-3.5**	**-**	**-0.9**	**254.9**

Depreciation / Impairment (in €Mn)	Dec. 31, 2008	Charges	Changes in the scope of consolidation	Reversals	Amortisation	Other movements	Dec. 31, 2009
Operating assets	12.4	20.0	-	-	-	-	32.4
Furniture and equipment	27.1	11.2	1.7	-3.1	-	-	36.9
Total	**39.5**	**31.2**	**1.7**	**-3.1**	**-**	**-**	**69.3**

Net value (in €Mn)	Dec. 31, 2008	Acquisitions and capitalised expenses	Changes in the scope of consolidation	Disposals	Amortisation	Other movements	Dec. 31, 2009
Operating assets	155.9	-	-	-	-20.0(3)	-	135.9
Furniture and equipment	43.8	18.2	1.9	-3.5	-9.8	-0.9	49.7
Total	**199.7**	**18.2**	**1.9**	**-3.5**	**-29.8**	**-0.9**	**185.6**

(1) Major works relate to Parc des Expositions de Paris-Nord Villepinte, a Viparis entity, for €11.0 Mn.
(2) Changes in the scope of consolidation come from the entry of Palais des Congrès d'Issy les Moulineaux in France, a Viparis entity.
(3) Concerning the property occupied by the Group located at 7 Place Adenauer Paris 16th - France, as the appraisal value is lower than the net book value, an impairment was booked for €17.7 Mn.

2008 Change

Net value (in €Mn)	Dec. 31, 2007	Acquisitions and capitalised expenses	Changes in the scope of consolidation	Disposals	Other movements	Dec. 31, 2008
Operating assets	259.8	14.6	-	-	-118.5	155.9
Furniture and equipment	41.6	18.0	12.8	-1.2	-27.4	43.8
Total	**301.4**	**32.6**	**12.8**	**-1.2**	**-145.9**	**199.7**

Note 3 – Goodwill

2009 Change

(in €Mn)	Dec. 31, 2008	Entries into the scope of consolidation	Increase	Impairment	Dec. 31, 2009
Gross value	1,784.9	0.3	35.1	-	1,820.3
Impairment	-1,462.1	-	-	-137.8	-1,599.9
Total	**322.8**	**0.3**	**35.1**	**-137.8**	**220.4**

The goodwill at December 31, 2009 breaks down as follows:

- €141.8 Mn correspond to the value of tax optimisation on Rodamco assets at the date of the combination and to the impairments recorded contingent on tax optimisation at year-end 2009,
- the remaining amount is mainly justified by the deferred taxes and the impairment is calculated according to these balances.

The impairment of the goodwill corresponds to :

- the impairment of the goodwill which has been recognised on Aupark in Bratislava, Slovakia following the payment of the earn-out. This adjustment of the goodwill of €35.1 Mn has been fully impaired (see note 27 on "Impairment of goodwill"),
- changes in the amount of optimisation taxes recognised in Rodamco's goodwill for an amount of €32.2 Mn. This amount was recorded in "Income tax expenses" in the income statement,
- the impairment of the goodwill of Shopping City Süd in Vienna, Austria for an amount of €70.5 Mn, following the recognition of a deferred tax asset for the same amount (see section 4 "Highlights and comparability of the last two years – In 2009" § 9). This impairment was recorded in "Income tax expenses" in the income statement.

2008 Change

(in €Mn)	Dec. 31, 2007 (published)	Restatements(1)	Dec. 31, 2007 (restated)	Changes in the scope of consolidation	Disposals	Currency translation	Impairment	Dec. 31, 2008
Gross value	1,753.7	25.0	1,778.7	17.9	-11.7	-	-	1,784.9
Impairment	-1,335.0	-14.6	-1,349.6	-	-	-12.9	-99.7	-1,462.1
Total	**418.7**	**10.4**	**429.1**	**17.9**	**-11.7**	**-12.9**	**-99.7**	**322.8**

(1) see section 4 "Highlights and comparability of the last two years - In 2008" § 5.

Note 4 – Intangible assets

2009 Change

Gross value (in €Mn)	Dec. 31, 2008	Acquisitions	Entries into the scope of consolidation	Exits from the scope of consolidation	Disposals	Reclassification and other movements	Dec. 31, 2009
Rights and exhibitions	288.4	-	0.9	-	-	-2.6	286.6
Other intangible assets	30.8	1.4	-	-	-2.0	3.5	33.8
Total	**319.2**	**1.4**	**0.9**	**-**	**-2.0**	**0.9**	**320.4**

Amortisation (in €Mn)	Dec. 31, 2008	Charges	Entries into the scope of consolidation	Exits from the scope of consolidation	Reversals	Reclassification and other movements	Dec. 31, 2009
Rights and exhibitions	111.3	4.9	-	-	-17.3	-2.5	96.4
Other intangible assets	21.7	3.8	-	-	-1.5	2.5	26.5
Total	**133.0**	**8.8**	**-**	**-**	**-18.8**	**-**	**122.9**

Net value (in €Mn)	Dec. 31, 2008	Acquisitions	Entries into the scope of consolidation	Exits from the scope of consolidation	Disposals and reversals	Reclassification and amortisation	Dec. 31, 2009
Rights and exhibitions	177.1	-	0.9	-	17.3	-5.0	190.2
Other intangible assets	9.1	1.4	-	-	-0.5	-2.8	7.2
Total	**186.2**	**1.4**	**0.9**	**-**	**16.8**	**-7.8**	**197.4**

The main changes relate to :
- the reversal of the amortisation of the Paris-Nord Villepinte exhibition site intangible asset (€17.3 Mn)
- the amortisation of the Convention-Exhibition intangible assets (-€4.9 Mn)
- the entry into the scope of consolidation of Viparis – Le Palais des Congrès d'Issy, that manages the Convention-Exhibition centre of Issy-les-Moulineaux, France (€0.9 Mn).

2008 Change

Net value (in €Mn)	Dec. 31, 2007	Acquisitions	Entries into the scope of consolidation	Exits from the scope of consolidation	Disposals	Reclassification and amortisation	Dec. 31, 2008
Rights and exhibitions	301.3	-	204.1	-238.8	-	-89.6	177.1
Other intangible assets	1.1	1.1	1.5	-0.3	-	5.7	9.1
Total	**302.4**	**1.1**	**205.6**	**-239.1**	**-**	**-83.9**	**186.2**

Note 5 – Loans and receivables

(in €Mn)	Dec. 31, 2009			Dec. 31, 2008		
	Gross	Provision	Net	Gross	Provision	Net
Outstanding finance leasing(1)	2.8	-	2.8	4.0	-	4.0
Finance leasing receivables	1.5	-0.8	0.7	3.3	-1.3	2.0
Advances to companies consolidated under the proportional method	32.2	-	32.2	34.0	-	34.0
Non-consolidated interests	2.8	-0.2	2.6	3.7	-0.2	3.5
Deposits paid	7.7	-	7.7	2.2	-	2.2
Prepayments(2)	198.4	-	198.4	195.6	-0.1	195.5
Other financial assets(3)	9.6	-9.2	0.4	10.9	-10.2	0.7
Total	**255.1**	**-10.2**	**244.9**	**253.7**	**-11.8**	**241.9**

(1) No new finance leasing contracts have been entered into since 1991. As a result, outstanding financing is decreasing as contracts terminate (at maturity or due to early exercise of purchase options or cancellations).
(2) Refers to the prepayment done to ING in 2007 for the acquisition of the company owning the shopping centre Zlote Tarasy located in Warsaw, Poland. As at December 31, 2009, the shares have not yet been delivered.
(3) Concerns mainly loans to property developers granted by Omnifinance (liquidated). The full amount was provisioned at year-end 2003.

Note 6 – Shares and investments in companies consolidated under the equity method

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Share in SCI Triangle des Gares consolidated under the equity method	49.6	67.8
Loan granted to SCI Triangle des Gares	16.5	19.3
Sub-total SCI Triangle des Gares investment	**66.1**	**87.1**
Share in Comexposium Group consolidated under the equity method	54.7	69.9
Loan granted to Comexposium Group	148.7	165.9
Sub-total Comexposium Group investment	**203.4**	**235.8**
Total shares and investments in companies consolidated under the equity method	**269.6**	**322.8**

The value of the stake in SCI Triangle des Gares reflects the market value of properties owned.
The value of the stake in Comexposium Group includes the value of the intangible assets (net of the deferred taxes) recognised for these companies at the date of entry into the scope of consolidation.

The main items of the statements of financial position of companies consolidated under the equity method are presented in the table below. These items are stated on a 100% basis including restatements for consolidation purposes.

SCI Triangle des Gares

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Investment property	138.7	188.5
Current assets	31.9	35.2
Total assets	**170.7**	**223.7**
Restated shareholders' equity	124.2	169.6
External borrowings and debts to partners	41.4	48.2
Other non-current liabilities	4.1	3.9
Current liabilities	1.1	1.9
Total liabilities	**170.7**	**223.7**

Comexposium Group

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Intangible assets(1)	338.1	350.4
Goodwill	211.5	211.1
Other non current assets	12.9	14.3
Current assets(2)	73.7	193.2
Total assets	**636.1**	**769.1**
Restated shareholders' equity	132.6	165.0
Deferred tax liabilities	96.6	105.0
External borrowings and debts to partners	302.9	339.0
Other non current liabilities	6.2	5.5
Current liabilities	97.2	154.4
Total liabilities	**636.1**	**769.1**

(1) Intangible assets are presented net of the amortisation.
(2) In 2008, current assets included €70 Mn of commercial papers, sold in 2009.

The main income statement items of companies consolidated under the equity method are presented below. These items are stated on a 100% basis including restatements for consolidation purposes.

SCI Triangle des Gares

(in €Mn)	2009	2008
Rental revenues	14.3	13.9
Change in fair value of investment property	-50.0	-8.5
Net income	**-39.8**	**0.5**

Comexposium Group

(in €Mn)	2009	2008
Revenues from other activities	195.7	225.4
Net operating profit before financing cost	2.8	27.6
Net income	**-9.8**	**4.7**

Note 7 – Trade receivables from activity

All of these receivables are due within one year, except rent-free periods and step rents amortised over the firm term of the lease.

Trade related receivables (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Trade receivables	205.6	204.4
Doubtful accounts	39.9	35.0
Rent-free periods and step rents	109.5	113.9
Gross value	**355.0**	**353.3**
Provisions for doubtful accounts	-31.9	-29.5
Net	**323.1**	**323.8**

Breakdown of trade receivables by business line (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Retail	155.2	129.6
Offices	97.8	106.4
Convention-Exhibition	47.8	59.7
Property services	11.7	7.9
Other	10.7	20.2
Total	**323.1**	**323.8**

Changes in provisions for doubtful accounts (in €Mn)	2009	2008
As of January 1	**-29.5**	**-20.5**
Currency translation adjustments	-	0.1
Change in scope of consolidation	-0.3	0.6
Reclassifications	2.2	0.2
Additions	-18.9	-12.7
Use and reversal	14.6	2.8
As of December 31	**-31.9**	**-29.5**

Note 8 – Other trade receivables

All of these receivables are due within one year, except leaseholds.

Tax receivables (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Value-Added Tax(1)	130.3	185.8
Corporate income tax	8.4	4.6
Total	**138.7**	**190.4**

Other receivables (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Receivables from suppliers	18.0	25.4
Service charges due(2)	26.7	-
Other debtors(3)	79.7	92.0
Receivables from partners	0.6	3.0
Gross value	**125.0**	**120.3**
Provisions	-1.8	-0.2
Net	**123.2**	**120.0**

Prepaid expenses (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Leaseholds: payments made at the beginning of the contract(4)	17.2	17.5
Prepaid expenses	18.4	51.1
Total	**35.6**	**68.6**

(1) A reimbursement of Value-Added Tax of €75 Mn was received in 2009 in Spain.
(2) As at December 31, 2009, this amount corresponds to major works to be reinvoiced to the tenants.
(3) Decrease in other debtors is mainly explained by changes in the amount of accrued income on caps and swaps (-€18 Mn).
(4) Straight-line depreciation over the life of the contract. The balance of these prepaid expenses is deducted from the appraisal value of investment properties to determine their fair value in the statement of financial position.

Note 9 – Cash and cash equivalents

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Available-for-sale investments(1)	195.8	27.6
Cash	67.9	127.2
Current account to balance out cash flow	1.1	3.9
Total	**264.8**	**158.7**

(1) This item comprises investments in money-market SICAV (marketable securities). There were no unrealised capital gains or losses on the portfolio.

The level of cash at the end of December 2009 is mainly due to the property sales finalised late December.

5.2. Notes to the consolidated liabilities

Note 10 – Commitment to purchase non-controlling interests

Unibail-Rodamco has given commitments to purchase the non-controlling interests in the shopping centres Donauzentrum in Vienna, Austria and Val Commerces in Etrembières, France.

Note 11 – Current and non current financial liabilities

> Net share settled bonds convertible into new and/or existing shares (ORNANE)

In April 2009, the Group issued €575 Mn of net share settled bonds convertible into new and/or existing shares (ORNANE) of Unibail-Rodamco.

The terms of issuance and accounting of the ORNANE are presented in section 4 "Highlights and comparability of the last two years – In 2009" § 3.

The ORNANE are valued for an amount of €754.4 Mn at December 31, 2009, after deduction of €9.5 Mn issuing charges. The valuation at fair value (quoted price) generated a loss of €188.9 Mn at December 31, 2009, accounted for in the result of the period.

> Debt breakdown (including ORNANE)

Borrowings and other financial liabilities (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Net share settled bonds convertible into new and/or existing shares (ORNANE)	**768.0**	**-**
Debt at fair value	754.4	-
Accrued interest	13.6	-
Bonds and EMTNs	**3,429.4**	**2,735.0**
Principal debt	3,425.0	2,755.0
Accrued interest	32.5	22.6
Charges and premiums on issues of borrowings	-10.9	-9.6
Mark-to-market of debt(1)	-26.8	-37.1
Mark-to-market of debt (fair value hedge)	9.6	4.1
Bank borrowings	**2,814.0**	**4,307.4**
Principal debt	2,796.5	4,252.8
Accrued interest	17.0	21.4
Charges and premiums on issues of borrowings	-10.9	-8.4
Bank overdrafts	6.8	33.0
Accrued interest on bank overdrafts	1.6	5.5
Current accounts to balance out cash flow	1.7	2.1
Mark-to-market of debt(1)	1.3	1.1
Bonds redeemable for shares(2)	**0.4**	**224.6**
Other financial liabilities	**1,240.2**	**1,228.4**
Interbank market instruments and negotiable instruments	560.0	535.0
Accrued interest on interbank market instruments and negotiable instruments	0.2	1.6
Current accounts with non-controlling interests	680.0	691.9
Total	**8,252.0**	**8,495.4**

(1) Rodamco fixed-rate debt has been marked-to-market at the date of its first consolidation.
(2) In 2009, 9,297,338 bonds redeemable for shares have been exercised.

No loans were subject to prepayment clauses linked to the Group's ratings, barring exceptional circumstances such as change in control.
A significant part of bank loans and credit facilities contains financial covenants such as LTV (Loan To Value) and ICR (Interest Coverage Ratio) ratios.
Current levels of ratios show ample headroom vis-à-vis those bank covenants (see financial resources note).

Unibail-Rodamco's main refinancing operations over 2009 were as follows:

- €575 Mn of convertible bonds (ORNANE) issued in April 2009 (see paragraph above)
- €754 Mn of new medium to long term loans with banks raised through:
  (i) A 5-year club deal loan of €350 Mn signed in June 2009
  (ii) €404 Mn of bilateral loans with a maturity ranging between 2 years and 5 years, including the net increase of loans refinanced in the course of 2009
- €820 Mn of bonds (see table on characteristics of bonds)
- €475 Mn of average amount of commercial paper outstanding, including €424 Mn of *Billets de trésorerie* and €51 Mn of Euro Commercial Paper raised on average during 2009 (maturity of up to 4 months).

The following table shows a breakdown of outstanding duration to maturity of borrowings and financial liabilities:

Outstanding duration to maturity (in €Mn)	Current Less than 1 year	Non current		Total Dec. 31, 2009
		1 year to 5 years	More than 5 years	
Net share settled bonds convertible into new and/or existing shares (ORNANE)	**13.6**	**-**	**754.4**	**768.0**
Debt at fair value	-	-	754.4	754.4
Accrued interest	13.6	-	-	13.6
Bonds and EMTNs	**513.6**	**2,095.8**	**820.0**	**3,429.4**
Principal debt	500.0	2,105.0	820.0	3,425.0
Accrued interest	32.5	-	-	32.5
Charges and premiums on issues of borrowings	-10.9	-	-	-10.9
Mark-to-market of debt	-8.0	-18.8	-	-26.8
Mark-to-market of debt (fair value hedge)	-	9.6	-	9.6
Bank borrowings	**38.1**	**2,383.4**	**392.5**	**2,814.0**
Principal debt	21.7	2,382.3	392.5	2,796.5
Accrued interest	17.0	-	-	17.0
Charges and premiums on issues of borrowings	-10.9	-	-	-10.9
Bank overdrafts	6.8	-	-	6.8
Accrued interest on bank overdrafts	1.6	-	-	1.6
Current accounts to balance out cash flow	1.7	-	-	1.7
Mark-to-market of debt	0.2	1.1	-	1.3
Bonds redeemable for shares	**0.4**	**-**	**-**	**0.4**
Other financial liabilities	**560.2**	**429.7**	**250.3**	**1,240.2**
Interbank market instruments and negotiable instruments	560.0	-	-	560.0
Accrued interest on interbank market instruments and negotiable instruments	0.2	-	-	0.2
Current accounts with non-controlling interests	-	429.7	250.3	680.0
Total	**1,125.9**	**4,908.9**	**2,217.2**	**8,252.0**

As at December 31, 2009, Unibail-Rodamco's average debt maturity was 4.5 years (4.4 years as of December 31, 2008), after taking into account the confirmed unused credit lines.

Unibail-Rodamco's immediate debt repayment needs are largely covered by the available undrawn credit lines. The amount of bonds or bank loans outstanding as at December 31, 2009 and maturing or amortising in 2010 is €522 Mn. In 2011, the amount is €1,186 Mn to be compared with €3,478 Mn of undrawn credit lines outstanding as at December 31, 2009.

> Characteristics of bonds (excluding ORNANE)

Issue date	Rate	Amount at December 31, 2009 (€Mn)	Maturity
July 2003	Fixed rate 3.750%	500	July 2010
October 2004	Fixed rate 4.375%	500	October 2014
October 2004	Fixed rate 4%	500	October 2011
December 2005	Fixed rate 3.750%	500	December 2012
April 2006	Fixed rate 4.125%	500	April 2011
July 2008	Constant Maturity Swap 10 years Euro +0.74%	105	July 2013
July 2009	Fixed rate 4.22% (2 years) then linked to European inflation (floored at 3.2%, capped at 3.2% + inflation)	70	July 2019
August 2009	Fixed rate 5% during 3 years then Constant Maturity Swap 10 years (floored at 5%, capped at 7.5%)	50	August 2019
August 2009		50	August 2019
September 2009	Fixed rate 4.8%	150	November 2017
September 2009	Fixed rate 4.625%	500	September 2016
Total		**3,425**	

Bonds issued are not restricted by any covenant based on financial ratios which can lead to early repayment of the debt.

The €500 Mn bond issue launched by Unibail in October 2004 included an early redemption clause in the event of a change in ownership.

The bonds issued by Rodamco under the EMTN program and maturing in 2011, 2012, and 2014 (€1,500 Mn as at December 31, 2009), include a restriction of the amount of indebtedness at subsidiary level, which cannot exceed in aggregate 30% of Total Group Assets. At December 31, 2009, this threshold is observed.

The market value of Unibail-Rodamco's fixed-rate and index-linked debt is presented in the table below. The remainder of the Group's outstanding debt is variable-rate debt, which has its carrying value on the statement of financial position as the sum of the nominal amount and coupon accruals.

(in €Mn)	December 31, 2009		December 31, 2008	
	Carrying value	Market value	Carrying value	Market value
Long-term debt				
Fixed-rate & index-linked borrowings, interbank instruments and negotiable market instruments	4,803.5[(1)]	4,933.3	3,244.7	3,099.3

(1) ORNANE included, at market value (see paragraph above on ORNANE).

Note 12 – Hedging instruments

Derivative instruments owned by the Group are stated at their fair values and are recorded in the statement of financial position as at December 31, 2009 for €81.5 Mn as assets and €267.6 Mn as liabilities.

Derivatives are valued by discounted estimated future cash flows based on the interest rate curve at the end of December 2009. The valuation has been cross-checked against valuations by banks.

The mark-to-market of derivatives generated a net loss of €94.6 Mn in 2009.

Regarding fair value hedge derivatives, a gain of €3.2 Mn has been recorded in other financial interest and a loss for the same amount has been recognised on the same line in the income statement for the hedged item.

Net investment hedge generated a loss of €30.2 Mn which has been accounted for in equity.

Note 13 – Deferred tax

2009 Change

(in €Mn)	Dec. 31, 2008	Increase	Decrease	Reclassifi-cations	Currency translation	Changes in the scope of consolidation	Dec. 31, 2009
Deferred tax liabilities	**909.6**	**10.7**	**-210.0**	**-2.4**	**-3.3**	**0.3**	**704.9**
Deferred tax on investment properties	848.7	4.8	-208.3	-2.4	-3.3	-	639.5
Deferred tax on intangible assets	60.9	5.9	-1.7	-	-	0.3	65.4
Other deferred tax liabilities	**-1.2**	**-**	**-22.0**	**-7.8**	**-**	**-0.1**	**-31.1**
Tax loss carry-forward[(1)]	-3.7	-	-18.6	-8.0	-	-	-30.3
Others	2.5	-	-3.4	0.2	-	-0.1	-0.8
Total Deferred tax liabilities	**908.4**	**10.7**	**-232.0**	**-10.2**	**-3.3**	**0.2**	**673.8**
Deferred tax assets							
Other deferred tax assets	-	-5.8	-	2.9	-	-	-2.9
Tax loss carry-forward	-52.4	-5.0	6.7	7.3	-0.2	-	-43.6
Total Deferred tax assets	**-52.4**	**-10.8**	**6.7**	**10.2**	**-0.2**	**-**	**-46.5**

(1) Deferred tax on tax loss carry-forward at the end of December 2009 corresponds mainly to the losses recognised within the tax group of Shopping City Süd (Austria).

Deferred tax liabilities on properties refer to those countries where there is no tax efficient status comparable to that of France (SIIC), providing a tax exemption on recurring income and capital gains on property sales. The decrease of deferred tax liabilities on investment properties is mainly due to the decrease of the valuation of the assets.

For the Dutch activities, the properties were recognised at market value in December 2009 for both book and tax purposes. Consequently, no deferred tax on these activities was taken into account (See section 1 "Accounting principles and consolidation methods" § 1.9 "Taxes").

2008 Change

(in €Mn)	Dec. 31, 2007	Increase	Decrease	Reclassifi-cations	Currency translation	Changes in the scope of consolidation	Dec. 31, 2008
Deferred tax liabilities	**964.3**	**21.8**	**-177.7**	**-**	**-19.5**	**120.7**	**909.6**
Deferred tax on investment properties	872.5	21.8	-146.8	-	-19.5	120.7	848.7
Deferred tax on intangible assets	91.8	-	-30.9	-	-	-	60.9
Other deferred tax liabilities	**-3.2**	**1.8**	**-**	**-**	**-**	**0.2**	**-1.2**
Tax loss carry-forward	-5.1	0.3	-	1.1	-	-	-3.7
Others	1.9	1.5	-	-1.1	-	0.2	2.5
Total deferred tax liabilities	**961.1**	**23.6**	**-177.7**	**-**	**-19.5**	**120.9**	**908.4**
Deferred tax assets							
Tax loss carry-forward	-45.0	-6.3	2.9	-	2.2	-6.2	-52.4
Total deferred tax assets	**-45.0**	**-6.3**	**2.9**	**-**	**2.2**	**-6.2**	**-52.4**

Unrecognised deferred tax assets

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Temporary differences investment properties	85.0	-
Tax loss carry-forwards not recognised	105.3	95.8
Total unrecognised assets	**190.3**	**95.8**

The temporary differences and tax losses are mainly related to real estate operations in Germany (€45.6 Mn) and in Spain (€98.3 Mn). Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available which can be offset against these assets.

Note 14 – Provisions

2009 Change

(in €Mn)	Dec. 31, 2008	Allocations	Reversals used	Reversals not used	Discount	Other movements(3)	Dec. 31, 2009
Long-term provisions	**38.4**	**2.9**	**-5.5**	**-14.8**	**-0.9**	**-1.1**	**18.9**
Provisions for charges	0.8	-	-	-	-	-0.2	0.7
Provisions for litigation(1)	31.1	0.9	-4.9	-9.3	-0.9	-0.6	16.3
Other provisions(2)	6.5	2.0	-0.6	-5.5	-	-0.4	2.0
Provisions for pension liabilities	**9.4**	**0.4**	**-0.6**	**-0.1**	**-**	**1.2**	**10.3**
Short-term provisions	**13.2**	**4.8**	**-2.7**	**-0.2**	**-**	**0.8**	**15.8**
Provisions for litigation	3.9	3.4	-0.1	-	-	1.6	8.8
Other provisions	9.3	1.3	-2.6	-0.2	-	-0.9	7.0
Total	**61.0**	**8.1**	**-8.8**	**-15.1**	**-0.9**	**0.8**	**45.0**

(1) A litigation which occurred during an acquisition process in France was settled out of court, resulting in the reversal of the provision not used for €9.2 Mn.
(2) A tax litigation in France was resolved, resulting in the reversal of the provision not used for €5.2 Mn. However, a new litigation was identified and a provision was booked for €1.5 Mn.
(3) Other movements relate principally to the reclassification of various provisions between long term and short term, depending on the current estimate of when they will be settled.

2008 Change

(in €Mn)	Dec. 31, 2007	Allocations	Reversals used	Reversals not used	Discount	Changes in the scope of consolidation	Other movements	Dec. 31, 2008
Long-term provisions	**29.0**	**15.9**	**-5.6**	**-3.9**	**-**	**2.2**	**0.7**	**38.4**
Provisions for charges	0.9	-	-0.1	-	-	-	-	0.8
Provisions for litigation	10.2	13.7	-0.1	-1.1	-	0.2	8.3	31.1
Other provisions	17.9	2.3	-5.4	-2.8	-	2.0	-7.5	6.5
Provisions for pension liabilities	**9.2**	**2.6**	**-0.5**	**-2.1**	**-**	**0.1**	**-0.1**	**9.4**
Short-term provisions	**30.4**	**2.7**	**-9.8**	**-0.9**	**0.3**	**-3.8**	**-5.7**	**13.2**
Provisions for litigation	24.4	1.6	-9.1	-0.9	0.3	-3.8	-8.7	3.9
Other provisions	6.0	1.1	-0.7	-	-	-	3.0	9.3
Total	**68.6**	**21.3**	**-15.8**	**-6.8**	**0.3**	**-1.5**	**-5.1**	**61.0**

Note 15 – Amounts due on investments

As at December 31, 2009, the non current balance comprised earn-outs concerning Donauzentrum in Vienna, Austria for €7.5 Mn and Aquaboulevard-Uniwater in Paris, France for €4.1 Mn. The earn-out of €18.0 Mn concerning Aupark in Bratislava, Slovakia, which was classified in current liabilities in 2008, was paid during the period.

Note 16 – Amounts owed to shareholders

As at December 31, 2008, this item comprised the second 2008 interim dividend payment (€1.75 per share), paid on January 15, 2009 for shares as well as for the Bonds Redeemable for Shares (ORA) in accordance with the decision made by the Management Board on December 4, 2008.

The dividend over the 2008 financial year amounted to €620.2 Mn (€7.50 per share) for the owners of shares and €50.0 Mn for the owners of Bonds Redeemable for Shares (ORA) (€5.50 per ORA).

For 2009, the distribution is scheduled to be made in one single payment in May 2010, subject to the approval of the Annual General Meeting.

Note 17 – Amounts due to suppliers and other current debt

Trade payables by division (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Retail	32.7	43.3
Offices	5.5	3.3
Convention-Exhibition	41.5	60.2
Property services	3.3	4.8
Others	11.6	26.9
Total	**94.5**	**138.6**

Sundry creditors (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Due to customers(1)	48.1	12.7
Due to partners	1.0	0.7
Other creditors	125.8	131.3
Total	**174.9**	**144.7**

Other liabilities (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Prepaid income(2)	193.1	152.4
Total	**193.1**	**152.4**

(1) This item includes in particular eviction costs.
(2) Mainly rents received in advance. In 2009, the key monies to be received for leases signed but not effective are accounted for in prepaid income.

Note 18 – Tax and social security liabilities

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Tax liabilities	3.4	1.8
Total non current	**3.4**	**1.8**
Social security liabilities	34.2	37.2
Value-added tax	67.7	61.0
Income tax due(1)	3.8	19.0
Other tax liabilities	2.3	4.6
Total current	**108.0**	**121.7**

(1) The decrease is due to :
- the decrease of the taxable result, mainly in Spain and in France for the Viparis entities
- the payment of the exit tax (€3.1 Mn).

5.3. Notes to the consolidated statement of comprehensive income

Note 19 – Gross Rental Income

Rental income consists of rents and similar income (e.g. occupancy compensation, key money, parking revenues) invoiced for Office properties and Shopping Centres over the period. The effects of rent-free periods, step rents and key monies are spread over the fixed term of the lease.

Rental income from the Convention-Exhibition division includes turnover generated by the rental of exhibition space and the provision of unavoidable associated support services to this space.

Charges invoiced to tenants are not included in rental income but deducted from net service charge expenses.

Note 20 – Ground rents paid

Ground rents correspond to lease payments (or depreciation of initial payments) for properties built on land subject to a leasehold or operated under an operating contract (concession). This item mainly applies to Shopping Centres, in particular Forum des Halles and Carrousel du Louvre in France, and to the French exposition venues of Le Bourget and Porte de Versailles.

Note 21 – Net service charge expenses

These expenses are net of charges re-invoiced to tenants and relate mainly to vacant premises.

Note 22 – Property operating expenses

These expenses comprise service charges borne by the owner, works-related expenses, litigation expenses, charges relating to doubtful accounts and expenses relating to property management.

Note 23 – Administrative expenses

This item comprises head office and Group administrative expenses, expenses relating to development projects and depreciation charges for Unibail-Rodamco's headquarters.

Note 24 – Net other income

Revenues from other activities cover:

- fees for property services received by companies in the Convention-Exhibition division;
- fees for property management and maintenance services provided to offices and shopping centres. These fees are invoiced by property service companies for their property management activities on behalf of owners outside the Unibail-Rodamco Group;
- fees for project development and consulting services. The internal margins generated on these construction and renovation operations, the costs of which are capitalised in the Group's individual company accounts, are eliminated;
- revenues from other property services, mainly invoiced by Unibail Marketing & Multimedia in France;
- revenues from residual financing leases, which comprise lease payments net of related amortisation costs.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

Note 25 – Result on disposal of investment properties

Proceeds from the disposal of investment properties correspond to the disposal price received net of disposal costs. The carrying value of disposed assets corresponds to the latest market valuation recorded on the closing statement of financial position for the previous financial year, plus works costs and capitalised expenses for the period and adjusted for reversals of rent-free periods and step rents. See section 4 "Highlights and comparability of the last two years – In 2009" § 2 for details of the main assets disposals.

Note 26 – Valuation movements

This item reflects changes in market valuation of investment properties.

(in €Mn)	2009	2008
Retail	-1,588.4	-1,094.2
Offices	-385.6	-624.1
Convention-Exhibition	-218.1	-54.9
Total	**-2,192.1**	**-1,773.2**

Note 27 – Impairment of goodwill

Following the payment of the earn-out on Aupark in Bratislava, Slovakia, a goodwill of €35.1 Mn was recognised and immediately fully impaired.

Note 28 – Net financing costs

(in €Mn)	2009	2008
Security transactions	0.7	0.7
Other financial interest	20.5(1)	22.5
Interest income on caps and swaps	57.1	110.8
Total financial income	**78.4**	**134.0**
Security transactions	-5.2	-21.7
Interest on bonds	-138.9	-126.5
Interest and expenses on loans	-93.5	-201.4
Interest on partners' advances	-30.1	-19.7
Other financial interest	-4.5	-5.2
Interest expenses on caps and swaps	-119.2	-73.3
Currency losses	-0.1	-0.4
Sub-total financial expenses	**-391.5**	**-448.1**
Capitalised financial expenses	31.0	38.9
Total financial expenses	**-360.5**	**-409.2**
Bonds redeemable for shares	-6.3	-11.5
Net financial expenses	**-288.4**	**-286.7**

(1) Other financial interest includes financial interest on the prepayment for the acquisition of the company owning the shopping centre Zlote Tarasy in Warsaw, Poland, as well as the prepayment for the acquisition of an office building adjacent to this shopping centre (see note 5 "Loans and receivables").

Note 29 – Fair value adjustments of derivatives and debt

During 2009, changes in fair value of derivatives (caps and swaps) generated a loss of €96.2 Mn and a gain of €1.6 Mn.
The amortisation of the fair value of the debt recognised at the entry of Rodamco amounted to €10.5 Mn.
The swaps breakage generated a loss of €12.1 Mn.

In 2008, changes in fair value of derivatives (caps and swaps) generated a loss of €287.6 Mn and a gain of €2.2 Mn.
The amortisation of the fair value of the debt recognised at the entry of Rodamco amounted to €9.4 Mn.

Note 30 – Debt discounting

This item records the discounting of long term provisions and liabilities, accordingly to their scheduled term.

Note 31 – Profit on disposal of associates

In 2008, this item mainly results from the entry of Exposium into the Comexposium Group (see section 4 "Highlights and comparability of the last two years - In 2008" § 1).

Note 32 – Share of the profit of associates and income on financial assets

This item breaks down as follows:

(in €Mn)	Recurring activities	Valuation movements and disposals	Result
Income from stake in SCI Triangle des Gares consolidated under equity method	4.1	-20.0	-15.9
Income from stake in Comexposium Group consolidated under equity method	-1.0	-5.4	-6.4
Total share of income from companies consolidated under the equity method	**3.1**	**-25.4**	**-22.3**
Interest on the loan granted to SCI Triangle des Gares	0.9	-	0.9
Interest on the loan granted to Comexposium Group	8.0	-	8.0
Total interest on receivables	**8.9**	**-**	**8.9**

Note 33 – Income tax expenses

(in €Mn)	2009	2008
Deferred tax on:		
- Change in fair value of investment properties and impairment of intangible assets	199.3	151.8
- Impairment of goodwill justified by taxes	-102.7	-84.6
- Non-recurring income	17.4	-13.1
- Recurring income	-3.2	-15.4
Allocation/reversal of provision concerning tax issues	3.7	-0.6
Total tax	**114.5**	**38.1**
Total tax due	-12.0	-34.7

Reconciliation of effective tax rate	%	2009
Profit before tax and impairment of goodwill		**-1,646,0**
Income tax using the average tax rate	-32.4%	532.7
Tax exempt profits (including effect of FBI and SIIC)	23.4%	-384.6
Tax exempt costs	0.1%	-1.1
Effect of tax provisions	-0.2%	3.7
Effect of non-recognised tax losses	2.0%	-32.6
Effect of change in tax rates	0.0%	-0.1
Effect of currency translation in tax	0.2%	-3.1
Other(1)	-6.2%	102.3
Impairment of goodwill justified by taxes	6.2%	-102.7
	-7.0%(2)	**114.5**

(1) This item mainly comprises the recognition of a deferred tax asset for Shopping City Süd in Vienna, Austria following the creation of a fiscal group (See section 4 "Highlights and comparability of the last two years – In 2009" § 9).
(2) The very low tax rate of -7.0% is mainly due to tax exempt profits in The Netherlands and France following the FBI and SIIC regimes, respectively.

Note 34 – Non-controlling interests

For 2009 this item mainly comprised non-controlling interests in the following entities:

i) Rodamco Europe's Group (- €12.7 Mn),
ii) Shopping centres in Spain, La Maquinista and Habaneras (- €28.5 Mn),
iii) several shopping centres in France (- €10.9 Mn, mainly Les Quatre Temps for €9.5 Mn, Forum des Halles for - €13.2 Mn, Sicor Orléans for - €3.4 Mn and Bordeaux Préfecture for - €3.1 Mn),
iv) and Convention-Exhibition entities (- €46.4 Mn). This amount takes into account a dividend contractually defined between the partners of €4.5 Mn attibuted to Unibail-Rodamco, over and above its percentage interest.

Note 35 – Other comprehensive income

For 2009 other comprehensive income comprised:

i) - €18.6 Mn of foreign currency differences on translation of financial statements of subsidiaries related mainly to Sweden, Denmark and the property company in Poland;
ii) - €4.0 Mn of Net Investment Hedge which comprises the fair value adjustments of derivatives and the impact of foreign currency translation on loans qualified as Net Investment Hedge;
iii) - €2.6 Mn of depreciation of hedging reserve related to derivatives qualified as Cash Flow Hedge.

5.4. Notes to the consolidated statement of cash flows

The tax charge is classified under cash flow from operating activities.

Net financial interest payments as well as cash flow relating to the purchase or sale of derivative instruments are classified as cash flow from financing activities.

Interest received on loans granted to associates are classified as cash flow from operating activities.

In 2009, €318.1 Mn were paid in January and April as interim dividends on shares and on Bonds Redeemable for Shares (ORA) regarding the 2008 financial year. As at July 15, 2009, in accordance with the Annual General Meeting of May 14, 2009, a final dividend of €193.1 Mn was paid for the shares and the ORA issued as at June 30, 2009.

In 2008, €310.3 Mn were paid in January and April as interim dividends on shares and on bonds redeemable for shares (ORA) regarding the 2007 financial year.
As at July 15, 2008, in accordance with the Annual General Meeting of April 29, 2008, a total dividend of €173.5 Mn was paid for the shares and the ORA issued as at June 30, 2008.
In October 2008, €159.7 Mn were paid for the shares and the ORA as interim dividend regarding the 2008 financial year.

Note 36 – Breakdown of acquisitions and disposals of consolidated subsidiaries

(in €Mn)	2009	2008
Acquisition price of shares	-88.5	-869.7
Cash and current accounts acquired	0.2	180.6
Acquisitions net of cash acquired[1]	**-88.3**	**-689.1**
Net price of shares sold	1.0	275.4
Cash and current accounts sold	-	265.9
Sales net of cash sold	**1.0**	**541.3**

(1) For 2009, this item refers mainly to the payment of the earn-out of Aupark in Bratislava, Slovakia and to the acquisition of Le Sextant, an office building next to Aquaboulevard in Paris, France.

Note 37 – Reconciliation of cash at period-end on the statement of cash flows and cash on the statement of financial position

(in €Mn)	2009	2008
Available-for-sale investments	195.8	27.6
Cash	69.0	131.1
Current account to balance out cash flow	-1.7	-2.1
Bank overdrafts	-6.8	-32.9
Cash at period-end	**256.4**	**123.7**

6. Financial instruments

Carrying value of financial instruments per category in accordance with IAS 39

L&R: Loans and Receivables
AfS: Available for Sale financial assets
FAHfT: Financial Assets Held for Trade
FLAC: Financial Liabilities measured At Cost
FLHfT: Financial Liabilities Held for Trade

Year-end 2009

(in €Mn)	Categories in accordance with IAS 39	Carrying Amount Dec. 31, 2009	Amounts recognised in statement of financial position according to IAS 39			Fair value
			Amortised Cost	Fair value recognised in equity	Fair value recognised in profit or loss	
Assets						
Loans	L&R	244.9	244.9	-	-	270.6
Derivatives at fair value	FAHfT	81.5	-	-4.3	85.8	81.5
Trade receivables from activity[1]	L&R	213.6	213.6	-	-	213.6
Other receivables[2]	L&R	96.5	96.5	-	-	96.5
Cash and cash equivalents	AfS	264.8	-	195.8	69.0	264.8
		901.3	**555.0**	**191.5**	**154.8**	**927.0**
Liabilities						
Financial debts (excluding ORNANE)	FLAC	7,497.6	7,202.0	-	295.6	7,627.3
Net share settled bonds convertible into new and/or existing shares (ORNANE)	FLAC	754.4	-	-	754.4	754.4
Derivatives at fair value	FLHfT	267.6	-	19.1	248.5	267.6
Guarantee deposits	FLAC	171.1	171.1	-	-	171.1
Amounts due to suppliers and other current debt[3]	FLAC	466.2	466.2	-	-	466.2
		9,157.0	**7,839.4**	**19.1**	**1,298.5**	**9,286.8**

Year-end 2008

(in €Mn)	Categories in accordance with IAS 39	Carrying Amount Dec. 31, 2008	Amounts recognised in statement of financial position according to IAS 39			Fair value
			Amortised Cost	Fair value recognised in equity	Fair value recognised in profit or loss	
Assets						
Loans	L&R	241.9	241.9	-	-	241.9
Derivatives at fair value	FAHfT	81.6	-	6.7	74.9	81.6
Trade receivables from activity[1]	L&R	209.9	209.9	-	-	209.9
Other receivables[2]	L&R	120.0	120.0	-	-	120.0
Cash and cash equivalents	AfS	158.7	-	27.6	131.1	158.7
		812.1	**571.8**	**34.3**	**205.9**	**812.1**
Liabilities						
Financial debts	FLAC	8,495.4	8,205.2	-	290.2	8,350.0
Derivatives at fair value	FLHfT	174.6	-	-	174.6	174.6
Guarantee deposits	FLAC	153.3	153.3	-	-	153.3
Amounts due to suppliers and other current debt[3]	FLAC	493.4	493.4	-	-	493.4
		9,316.7	**8,851.9**	**-**	**464.8**	**9,171.3**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Excluding prepaid income and service charges billed.

"Trade receivables from activity", "Other receivables", "Cash and cash equivalents" and "Amounts due to suppliers and other current debt" mainly have short-term maturity ; their carrying amounts at the reporting date approximate the fair value.

Fair value hierarchy of financial instruments

This table splits the financial instruments in assets or liabilities into three levels:
- level 1: financial instruments quoted in an active market.
- level 2: financial instruments whose fair value is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets.
- level 3: financial instruments whose fair value is determined in whole or in part using a valuation technique based on assumptions that are not supported by prices from observable current market transactions in the same instrument (i.e. without modification or repackaging) and not based on available observable market data.

(in €Mn)	Fair value measurement at Dec. 31, 2009			
	Total	Level 1	Level 2	Level 3
Assets				
Fair value through profit or loss				
Derivatives	85.8	-	85.8	-
Fair value through equity				
Derivatives	-4.3	-	-4.3	-
Available-for-sale investments	195.8	195.8	-	-
Total	**277.3**	**195.8**	**81.5**	
Liabilities				
Fair value through profit or loss				
Financial debts (excluding ORNANE)	295.6	-	295.6	-
ORNANE	754.4	754.4	-	-
Derivatives	248.5	-	248.5	-
Fair value through equity				
Derivatives	19.1	-	19.1	-
Total	**1,317.6**	**754.4**	**563.2**	**-**

Net gain/loss by category

2009 (in €Mn)	From interest	From trading	From subsequent measurement			Net gain/ loss
			at fair value	currency translation	impairment/ reversal of impairment	
Loans & receivables	15.6	-	-	-	-	15.6
Available for sale financial assets	-	-	0.7	-	-	0.7
Financial instruments held for trading	-	-62.1	-	-	-	-62.1
Financial liabilities at amortised cost	-273.5	-	-	-	-	-273.5
	-258.0	**-62.1**	**0.7**	**-**	**-**	**-319.3**
Capitalised expenses						31.0
Other						-0.1
Net financial expenses						**-288.4**

2008 (in €Mn)	From interest	From trading	From subsequent measurement			Net gain/ loss
			at fair value	currency translation	impairment/ reversal of impairment	
Loans & receivables	16.5	-	-	-	-	16.5
Available for sale financial assets	-	-	0.7	-	-	0.7
Financial instruments held for trading	-	37.5	-	-	-	37.5
Financial liabilities at amortised cost	-379.9	-	-	-	-	-379.9
	-363.5	**37.5**	**0.7**	**-**	**-**	**-325.2**
Capitalised expenses						38.9
Other						-0.4
Net financial expenses						**-286.7**

Unibail-Rodamco closely monitors its financial risk linked to its activity and the financial instruments it uses. The Group identifies and evaluates regularly its different risk exposures (liquidity, interest rates, currency exchange rates) in order to implement the adapted strategy when necessary.

Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures with respect to rental customers. Credit risk is managed on a Group level. The Group structures the level of credit risk it accepts by placing limits on its exposure to a single counterparty, or groups of counterparties, and to geographical and industry segments. Such risks are subject to, at least, an annual review, and often more frequently. The Group has policies in place to ensure that rental contracts are made with customers with an appropriate credit history.
The main tenants of Unibail-Rodamco's office properties in France are blue-chip companies. The tenants profile minimises insolvency risks.
In the Retail division, the risk of insolvency is spread widely across a large number of tenants.
When tenants sign their leasing agreements, they are required to provide financial guarantees, such as a deposit, first-demand guarantee or surety bond amounting to between three and six months' rent.
Payments for ancillary services provided by the Convention-Exhibition division are generally received in advance, thereby reducing the risk of unpaid debt.
Late payment reminders are automatically issued in respect of late payments and penalties are applied. Such late payments are monitored by a special "default" committee in each business division which decides on the pre-litigious or litigious action to be taken.

The Group applies the following rules to calculate the provision for doubtful accounts:
- 50% of receivables due for more than 3 months (calculation after preliminary deduction of possible deposits and bank guarantee)
- 100% of receivables due for more than 6 months.

Market risk

a/ Liquidity risk

The following table shows the Group's contractually agreed interest payments and repayments of the non derivative financial liabilities and the derivatives with positive and negative fair values. Amounts in foreign currency were translated at the closing rate at the reporting date. The payments of the floating-rate interests have been calculated on the basis of the last interests rates published on December, 31 2009. Lines drawn as at December 31, 2009, are considered as drawn until maturity.

Commercial papers have been allocated at the earliest period of redemption even if they are rolled over. All other borrowings have been allocated by date of maturity.

(in €Mn)	Carrying amount(1)	Less than 1 year		1 year to 5 years		More than 5 years	
	Dec. 31, 2009	Interest	Redemption	Interest	Redemption	Interest	Redemption
Bonds, borrowings and amounts due to credit institutions:							
Bonds and EMTN's	-4,000.0	-156.8	-500.0	-413.4	-2,105.0	-127.7	-1,395.0
Bank borrowings and other financial liabilities	-4,036.5	-89.9	-581.4	-241.8	-2,812.2	-1,153.3(2)	-642.9
Financial derivatives:							
Derivative financial liabilities:							
Currency and interest rate derivatives in connection with net investment hedges	-19.1	0.3		0.1		-	
Interest rate derivatives without a hedging relationship	-248.5	-113.9		-528.8		-138.0	
Derivative financial assets:							
Currency derivatives in connection with cash flow hedges	8.9	-0.8		1.6		-	
Interest rate derivatives without a hedging relationship	34.6	21.1		49.9		12.1	
Currency and interest rate derivatives in connection with fair value hedges	37.9	9.6		10.7		-	

(1) corresponds to the amount of principal debt (see note 11 "Current and non current financial liabilities").
(2) includes an amount of €1,117.4 Mn interests on current accounts with non-controlling interests of Viparis entities, whose term is in 2107.

Unibail-Rodamco's long term refinancing policy consists of diversifying the Group's expiry schedules and financial resources. Accordingly, bonds & EMTN issues represented 46% of financial nominal debt at December 31, 2009, bank loans and overdrafts 38%, commercial papers & *billets de trésorerie* 8% and convertible bonds 8%.

The commercial paper programmes are backed by confirmed credit lines. These credit lines protect Unibail-Rodamco against the risk of a temporary or more sustained absence of lenders in the short or medium term debt markets and were provided by leading international banks.

As at December 31, 2009 the total amount of undrawn credit lines came to €3,478 Mn.

b/ Counterparty risk

Due to its use of derivatives to minimise its interest and exchange rate risk, the Group is exposed to potential counterparty defaults. The counterparty risk is the risk of replacing the derivative transactions at current market rates in the case of default. To limit counterparty risk, Unibail-Rodamco relies solely on major international banks for its hedging operations.

c/ Interest rate risk management

Unibail-Rodamco is exposed to interest rate fluctuations on its variable rate loans, which fund its investment policy and secure the cash position required. Unibail-Rodamco's strategy regarding interest rate risk is to minimise the impact that changes in rates could have on earnings and cash-flow and minimise the overall cost of financing. In order to implement this strategy, Unibail-Rodamco borrows at variable rates and uses derivatives (mainly caps and swaps) to hedge its interest rate exposure. The Group's market transactions are confined exclusively to those interest hedging activities. All transactions are managed centrally and independently by the Group.

> Average cost of Debt

Unibail-Rodamco's average cost of debt came to 4.0% over 2009 (4.2% over 2008). This average cost of debt results from the level of margins on existing borrowings, the low interest rate environment in 2009, the cost of the Group's hedging instruments and the cost of carry of the undrawn credit lines.

> Interest rate hedging transactions

During 2009, Unibail-Rodamco took the opportunity of the low interest rate environment to reorganise its already existing hedging portfolio for the years 2011 to 2013. In particular, it broke €550 Mn of swaps and entered into €300 Mn of 3-year collars beginning in 2011.

> Measuring interest rate risk

(in €Mn)	Outstanding total at Dec. 31, 2009	
	Fixed rate	Variable rate(1)
Financial liabilities	-4,390.7	-2,974.4
Financial assets	68.7	196.1
Net financial liabilities before hedging programme	**-4,322.0**	**-2,778.3**
Hedging	826.0	-797.7
Net financial liabilities after micro-hedging(2)	**-3,496.0**	**-3,575.9**
Swap rate hedging(3)		2,919.6
Net debt not covered by swaps		**-656.3**
Cap and floor hedging		1,650.0
Hedging balance		**993.7**

(1) Including index-linked debt.
(2) Partners' current accounts are not included in variable-rate debt.
(3) Forward hedging instruments are not accounted for in this table.

As at December 31, 2009, net financial nominal debt stood at €7,100.2 Mn, excluding partners' current accounts and after taking cash surpluses into account (€264.8 Mn).

The outstanding nominal net debt was hedged in totality against an increase in variable rates, based on debt outstanding as at December 31, 2009 through both :
- debt kept at fixed rate
- hedging in place as part of Unibail-Rodamco's macro-hedging policy. Part of this hedging is made of caps and collars which will allow the Group to benefit to a certain extent from the decrease of short term interest rates in 2010.

	Financial assets		Financial liabilities		Net exposure before hedging programme	
	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Less than 1 year	68.7	196.1	-665.2	-425.0	-596.4	-228.9
1 year to 2 years			-1,045.1	-140.5	-1,045.1	-140.5
2 years to 3 years			-780.6	-802.0	-780.6	-802.0
3 years to 4 years			-20.6	-958.8	-20.6	-958.8
4 years to 5 years			-589.8	-149.9	-589.8	-149.9
More than 5 years			-1,289.4	-498.1	-1,289.4	-498.1
Total	**68.7**	**196.1**	**-4,390.7**	**-2,974.3**	**-4,321.9**	**-2,778.2**

The Group doesn't have a micro-hedging strategy, which enables it not to correlate its liquidity risk and interest rate risk management. Consequently, the maturities of the debts and hedging instruments can be dissociated and the outstanding derivatives instruments can hedge a part of the fixed rate debt maturing in the following years.

Based on Unibail-Rodamco's debt situation as at December 31, 2009 (and including the derivatives trades made in January 2010), if interest rates (Euribor, Stibor or Libor) were to rise by an average of 0.5% (50 basis points) during 2010, the resulting increase in financial expenses would have an estimated negative impact of €8.8 Mn on the recurring net profit. A further rise of 0.5% would have an additional adverse impact of €11.4 Mn. Conversely, a 0.5% (50 basis points) drop in interest rates would reduce financial expenses by an estimated €8.8 Mn and would enhance 2010 recurring net profit by an equivalent amount.

d/ Currency exchange rate risk management

Regarding exchange rate risk, the Group aims to limit its net exposure to an acceptable level by taking up debt in the same currency, by using derivatives and by buying or selling foreign currencies at spot rates.

> Measuring currency exchange rate exposure

The Group has activities and investments in countries outside the Euro-zone, primarily in Sweden. When converted into euros, the income and value of the Group net investment may be influenced by fluctuations in exchange rates against the euro. Wherever possible, the Group aims to match foreign currency income with expenses in the same currency, reducing the exchange effects on earnings volatility and net valuation of the investment. Translation risks are hedged by either matching cash investments in a specific currency with debt in the same currency, or using derivatives to achieve the same risk management-driven goal. Currency risk during the building period of pipeline investments is covered as early as possible after signing of the actual building contract. Other monetary assets and liabilities held in currencies other than the euro are managed by ensuring that net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term balances.

> Main foreign currency positions at December 31, 2009 (in €Mn)

Currency	Assets	Liabilities	**Net Exposure**	Hedging instruments	**Exposure net of hedges**
SEK	1,413.5	362.4	**1,051.1**	672.0	**379.1**
DKK	286.7	76.5	**210.2**	127.3	**82.9**
HUF	1.0	-	**1.0**	-	**1.0**
USD	175.1	15.7	**159.4**	30.2	**129.2**
CZK	0.1	153.2	**-153.1**	-153.6	**0.5**
PLN	0.2	0.9	**-0.7**	-	**-0.7**
Total	**1,876.6**	**608.7**	**1,267.9**	**676.0**	**591.9**

The main exposure kept is in Swedish Krona (SEK). A decrease of 10% in the SEK/EUR exchange rate would have a €34 Mn negative impact on shareholders' equity. The sensitivity of the 2010 recurring result to a 10% change in the SEK/EUR exchange rate is limited to €5 Mn.
Exposure net of hedges in US dollars will be reduced significantly in 2010, as part of the Polish rents previously in US dollars will be changed to euros and most assets valued in US dollars will be valued directly in euros.

7. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.
In order to maintain or adjust the capital structure, the Group may issue new debt or buy back existing outstanding debt, adjust the amount of dividends paid to shareholders (subject to the Group's fiscal status under the SIIC regime in France), return capital to shareholders, issue new shares or buy back outstanding shares or sell assets to reduce debt.

The Group has disclosed the debt ratio "Loan-to-value" (LTV) as this is the measure the Group uses to monitor capital. This ratio is calculated as the net financial nominal debt expressed as a percentage of the portfolio valuation (including transfer taxes). As at December 31, 2009, net financial debt stood at €7,100.2 Mn excluding partners' current accounts and after taking cash surpluses into account (€264.8 Mn). The portfolio valuation (including transfer taxes) of the Group at the same date amounted to €22,313 Mn. As at December 31, 2009, the calculated ratio stood at 32% in line with the level recorded at December 31, 2008 (30%). The slight increase of the ratio mainly results from the decrease in the fair market value of the portfolio.

8. Financial commitments and guarantees

All significant commitments are shown below. The Group does not have any complex commitments.

Commitments given

Commitments given (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Mortgages and first lien lenders(1)	880.9	860.5
Commitments related to construction works(2)	177.6	179.6
Properties under construction : residual commitments related to works contracts and to forward purchase agreements(3)	484.4	1,003.1
Residual commitments related to other works contracts	34.4	49.9
Liability warranties (capped)(4)	2.0	5.8
Purchase undertakings and earn-out(5)	101.5	100.0
Other guarantees given	28.7	20.7
Total	**1,709.6**	**2,219.8**

(1) Discloses the outstanding balances at the reporting date of the debts and credit lines which are guaranteed by mortgages. The gross amount of mortgages contracted, before taking into account subsequent debt reimbursement and unused credit lines, was €1,255.5 Mn at December 31, 2009 (€1,126.9 Mn at December 31, 2008).
(2) Concerns the commitment to carry out maintenance and refurbishment works under the contract of the exhibition site Porte de Versailles in Paris, France.
(3) Concerns commitments linked to the building of new or extension of existing shopping centres and offices, particularly Eiffel offices and retail in Levallois-Perret, Tour and Cours Oxygène and Lyon Confluence in Lyon, all in France, Buitenmere in Almere and Markthal in Rotterdam, The Netherlands, and Mall of Scandinavia in Stockholm (negotiation ongoing for the renewal of the previous commitment) and Täby Centrum in Täby, Sweden.
The decrease in the commitments on projects under construction results from the completion of several projects during 2009, such as Docks 76 and Docks Vauban in France, the advancement of several others, such as Donauzentrum in Austria and Lyon Confluence and Eiffel offices and retail in France, and the exit from the Metropolis project in Moscow, Russia. Commitments on the Täby Centrum project in Sweden have increased during its initial phase.
(4) Liability warranties granted under the usual terms for the disposal of companies, capped at €2.0 Mn as of December 31, 2009, with the exception of certain specifically identified representations and warranties.
(5) Concerns the Aupark shopping and entertainment centre in Bratislava, Slovakia, for €100.8 Mn. Further to the Group's acquisition in 2006 of a 50% stake in this centre, the vendor has an option to sell an additional 40% to the Group from 2006 onwards. From 2009 onwards he also has an option to sell the remaining 10% to the Group.
The remaining €0.8 Mn relates to the earn-out commitment on the Zlote Tarasy shopping centre located in Warsaw, Poland, subject to the finalisation of the related share acquisition.

Commitment to purchase non-controlling interests in Rodamco Europe NV

Non-controlling shareholders still own 1.48% of Rodamco Europe NV. The buyout proceedings under Dutch law, initiated on December 14, 2007 before the Enterprise Chamber of the Amsterdam Court of Appeal, are still ongoing. On March 23, 2009, Unibail-Rodamco submitted to the Court of Appeal a new buyout price proposal within these buyout procedures currently pending.
On the basis of the initial exchange ratio proposed for the Public Exchange Offer applied to the average closing prices of the Shares during the 30 trading days preceding March 23, 2009, the relevant price submitted to the Court equals €54.33 per Rodamco Europe NV share minus any distributions made after the date of the judgment rendered by the Court until the date of transfer of the shares to Unibail-Rodamco, plus interest accrued from the date of such judgment until the date of transfer of the shares to Unibail-Rodamco.

The judgment of the Enterprise Chamber of the Amsterdam Court of Appeal could entail a decision on a buyout price or a decision to start subsequent valuation procedures.

Other unquantifiable commitments given

- The Group's subsidiary SCI Aéroville has committed to sign a building lease with the Aéroports de Paris, France, contingent upon certain conditions.

- As part of the acquisition in 2006 of 50.02% of Val Commerces, a shopping centre at Etrembières, France, Unibail-Rodamco SE granted a call option to the non-controlling partner to sell to him one share of SCI Val Commerces, if the non-controlling partner's put option on his 49.98% share were to be null and void, cancelled or terminated(1). If this call option were to be exercised, each partner would then own 50.00% of Val Commerces.

- Unibail-Rodamco SE gave an earn-out commitment in the event that an extension permit is obtained for the Chelles 2, France shopping centre before 2012. The maximum amount of this payment is €120.19 per square metre of contractual Gross Leasable Area (GLA), indexed according to the Construction Cost Index.

- For a number of recent acquisitions of properties in France, Unibail-Rodamco has committed to the French tax authorities to retain these interests during at least five years, in accordance with the SIIC tax regime.

- Unibail-Rodamco SE undertook to retain its interests in the French subsidiary that owns the Carré Sénart 2 project until this centre is opened to the public.

- As part of the agreements between the CCIP and Unibail-Rodamco to create Viparis and Comexposium, Unibail-Rodamco has committed to retain its interests in shared subsidiaries until 2013. The CCIP has a right of first choice and a right of joint sale.

- As part of the agreement between the CCIP and Unibail-Rodamco to create Viparis, it was agreed that the SCI Propexpo, a 50% subsidiary of the Group, will sign a long term lease for a new exhibition hall at Paris - Nord Villepinte, France. This lease will be concluded upon completion of the construction of the new hall, currently planned for 2010, and will have a term of 97 years.

- The Group's 50% subsidiary SCI Propexpo has committed that the Espace Champerret venue in Paris, France will continue to be used as an exhibition hall through to 2066.

- The Group has committed until 2028 to purchase from management and employees of the Comexposium Group, which is consolidated under the Equity Method, preferred shares which they may hold in Comexposium SA as a result of the Comexposium Group's stock option plan. The CCIP is also a party to this commitment.

(1) The Group's commitment relating to the non-controlling partner's put option is included in the liabilities of the consolidated statement of financial position.

Commitments received

Commitments received (in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Refinancing agreements obtained but not used(1)	3,478.0	1,598.0
Guarantees received relating to Hoguet Regulation	69.8	79.8
Guarantees received from tenants	249.9	258.7
Other commitments received(2)	399.2	478.4
Total	**4,196.9**	**2,414.8**

(1) These agreements are usually accompanied by a requirement to meet specific target ratios based on revalued shareholders' equity, Group portfolio valuation and debt. Certain credit lines are also subject to an early prepayment clause (in full or in part) in the event of a change in ownership or a series of disposals reducing portfolio assets below a given threshold. Based on current forecasts, excluding exceptional circumstances, these thresholds on target ratios are not expected to be attained during the current year.
(2) Other commitments received mainly relate to liability warranties for acquisitions of companies and bank guarantees provided to vendors on forward purchase agreements.
Also, further to the vendor's options to sell a further 40% plus 10% in the Aupark shopping and entertainment centre in Bratislava, Slovakia, as described above in the "Commitments given", the Group has an option to buy an additional 40% from 2013 onwards, thereby extending its stake to 90%. This commitment received amounts to €80.6 Mn. The 2008 figures have been accordingly restated to take into account this commitment.

Other unquantifiable commitments received

- As part of the agreements between the CCIP and Unibail-Rodamco to create Viparis and Comexposium, the CCIP has committed to retain its interests in shared subsidiaries until 2013. Unibail-Rodamco has a right of first choice and a right of joint sale. Finally, the CCIP accords to the SCI Propexpo, a 50% subsidiary of the Group, a right of preferential purchase on its property rights in the areas of the Palais des Congrès de Paris and the Parc des Expositions de Paris-Nord Villepinte in France.

Commitments relating to operating leases

General overview of the main provisions of lease agreements

In France, commercial lease agreements are covered by articles L.145-1 to L.145-60 of the French Commercial Code. The minimum term of the lease is nine years and the tenant has the exclusive right to terminate the agreement at the end of each optional three-year break period subject to giving six months' notice by extrajudicial agreement. However, lease contracts can provide for waiving of this three-year break provision.
Rents are usually received quarterly in advance and are annually indexed to the INSEE retail rental index (ILC) or construction cost index (ICC). Rents may be stepped or constant and can include rent-free periods or step rents. The level of rent is determined at the time the lease agreement is signed and remains in force for the term of the lease. All charges, including land duties and office tax, are usually paid by the tenant, unless stated otherwise in the lease agreement. In the case of shopping centres, rent is based on a minimum guaranteed rent, indexed and established so that the variable turnover based part of rents represents a small part of total rents. In 2009, variable rents accounted for just 1.5 % of total rents.

In other countries, the period varies greatly by region, most often varying from 3 to 10 years. In general, agreed rental levels are indexed with inflation during the lease agreement.

Minimum guaranteed rents under leases

As at December 31, 2009, minimum future rents due under leases until the next possible termination date break down as follows:

Minimum future rents per year (in €Mn)			
Year	Retail	Offices	Total
2010	936.0	220.5	1,156.6
2011	676.4	176.6	853.0
2012	500.7	150.7	651.5
2013	347.5	119.4	466.9
2014	253.3	99.6	352.9
2015	179.8	85.6	265.4
2016	136.5	41.6	178.1
2017	103.3	20.5	123.8
2018	82.0	15.7	97.7
2019	57.9	8.4	66.3
2020	39.7	6.3	45.9
Beyond	129.6	14.3	143.9
Total	**3,442.8**	**959.1**	**4,401.9**

In the Convention-Exhibition portfolio, minimum future rents due within one year amounted to €72.9 Mn and those due in more than one year to €8.5 Mn.

9. Employee remuneration and benefits

9.1. Personnel costs

(in €Mn)	2009	2008
Head office personnel costs	94.2	91.8
Personnel costs for property services activities	23.6	26.0
Personnel costs for Convention-Exhibition centre management activities	30.8	26.3
Employee benefits(1)	5.9	6.1
Total	**154.4**	**150.2**

(1) Expenses relating to the Company Savings Plan, stock-options and bonus share awards, recognised with an equivalent increase in equity.

Employee profit sharing

Employees belonging to the UES (*Unité Économique et Sociale* - Social and Economic Group) comprising Unibail Management, Espace Expansion, S2B and Unibail Marketing & Multimedia, employees of Unibail-Rodamco SE, as well as employees belonging to the UES comprising Rodamco France Management and Rodamco Gestion, benefit from a common employee profit-sharing plan and a common profit-sharing agreement introduced in 2002 and renewed in 2008. The profit-sharing agreement is based on the annual growth of the net recurring result, weighted for the activity in France and adjusted for indexation.
Employees belonging to the UES Viparis benefit from an employee profit-sharing plan and a profit-sharing agreement renewed in 2008 based on growth in net operating income.

The following amounts were allocated to these schemes:

(in €Mn)	2009	2008
Regulated employee profit-sharing plan	1.2	1.2
Employee profit-sharing agreement	1.5	1.8

9.2. Number of employees

The average number of employees of the Group's companies breaks down as follows:

Regions	2009	2008
Austria	105	85
Central Europe	107	87
France[1]	1,080	1,070
The Netherlands	119	130
Nordic	172	173
Spain	135	128
Total	**1,717**	**1,673**

(1) Of which Viparis : 432 / 473

9.3. Employee benefits

Pension Plan

The majority of the Group's pension schemes are defined contribution plans. The Dutch group companies have pension plans with both defined benefit as well as defined contribution components.

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Benefit obligations	36.5	32.9
Fair value of plan assets	-29.1	-26.5
Funded status of the plans	**7.4**	**6.5**

(in €Mn)	2009	2008
Net liabilities at the beginning of the year	6.5	6.0
Employer contributions	0.9	-2.7
Expenses recognised in the profit and loss account	-	3.2
Actuarial gains/losses	*-1.3*	*1.8*
Current service costs	*1.0*	*1.1*
Interest costs	*1.6*	*1.6*
Expected return on plan assets	*-1.2*	*-1.3*
Net liabilities at year-end	**7.4**	**6.5**

Principal actuarial assumptions used:

	Dec. 31, 2009	Dec. 31, 2008
Discount rate	5.0%	5.0%
Expected return on plan assets	4.3%	4.5%
Future salary increase	3.25%	4.50%/3.75%
Future inflation	2.25%	2.0%
Future pension increase	2.25%/3.25%	2.0%/3.0%

Company Savings Plan

Subscription to the Company Savings Plan is offered to employees in France who have been with the Group for more than three months. The subscription period is opened once per year after the share capital increase reserved to employees has been authorised by the Management Board, which also sets the subscription price. The subscription price is equal to the average of the opening share prices on the Eurolist of Euronext Paris over the 20 trading days preceding the decision of the Management Board, less a 20% discount. The Group also makes a top-up contribution applied exclusively to voluntary contributions, including profit-sharing, made by employees to the Group E Fund (fund fully vested in Unibail-Rodamco shares). These voluntary contributions are limited to a maximum of one quarter of the annual salary.
The total cost of subscriptions to the Company Savings Plan (employer contribution and difference between the subscription price and the share price on the date of the capital increase) amounted to €0.7 Mn in 2009 compared with €0.8 Mn in 2008.

Stock option plans

There are currently four stock-option plans granted to directors and employees of the Group. The main characteristics are as follows:

- Plan authorised in 2000 (plan n°2), relating to options allocated in 2000, 2001 and 2002. These stock-options have a duration of 8 years and may be exercised as follows: 30% at the end of the 2nd year following the date of allocation, 30% at the end of the 3rd year and the remainder or the entirety of the options at the end of the 4th year, on the understanding that the shares cannot be sold by the beneficiaries before the end of the 4th year. As at December 31, 2009, a total of 21,765 options allocated had not been exercised.
- Plan authorised in 2003 (plan n°3), relating to options allocated in 2003, 2004 and 2005. These stock-options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of allocation by the Board of Directors. Two stock-option schemes have been adopted: one scheme is unconditional and the other is subject to performance criteria. The latter scheme is intended mainly for the company's responsible officers and members of the Executive Committee. The right to exercise stock-options is subject to Unibail-Rodamco stock performance being higher in percentage terms than that of the EPRA benchmark index over the reference period. As at December 31, 2009, unexercised options totalled 429,513 under the unconditional plan and 131,442 under the performance-related plan.
- Plan authorised in 2006 (plan n°4), relating to options allocated in 2006, which only comprises stock-options subject to performance criteria. These stock-options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The performance criteria are identical to those of the 2003 plan. As at December 31, 2009, a total of 317,985 options allocated had not been exercised.
- Plan authorised in 2007 (plan n°5), relating to options allocated in 2007, 2008 and 2009 (735,450 options have been allocated on March 13, 2009). This plan only comprises stock-options subject to performance criteria. These stock-options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The performance criteria are identical to those of the 2003 plan. As at December 31, 2009, a total of 2,082,126 options allocated had not been exercised.

The table below shows allocated stock-options that had not been exercised at the period-end :

Plan	Exercise period		Adjusted subscription price (€)[1]	Number of options granted	Adjustments in number of options[1]	Number of options cancelled	Number of options exercised	Potential additional number of shares	Unconditional scheme	Performance-related scheme
2000 plan (n°2)	2001	from 09/10/2003 to 08/10/2009	41.17	317,000	53,823	31,500	339,323	-	-	-
	2002	from 09/10/2004 to 08/10/2010	45.71	394,000	89,925	4,074	458,086	21,765	21,765	-
2003 plan (n°3)	2003	from 15/10/2007 to 14/10/2010	52.82	434,500	120,379	-	475,993	78,886	72,395	6,491
	2004	from 13/10/2008 to 12/10/2011	75.40	308,000	87,496	16,865	217,202	161,429	132,868	28,561
	2005	from 14/12/2009 to 13/12/2012	106.46	404,500	6,780	80,800	9,840	320,640	224,250	96,390
2006 plan (n°4)	2006	from 11/10/2010 to 10/10/2013	158.33	365,500	6,490	54,005	-	317,985	-	317,985
2007 plan (n°5)	2007	from 11/10/2011 to 11/10/2014	176.82	653,700	10,899	112,320	-	552,279	-	552,279
	2008	from 23/10/2012 to 23/10/2015	127.72	860,450	15,859	79,740	-	796,569	-	796,569
	2009	from 13/03/2013 to 12/03/2016	97.47	735,450	14,573	16,745	-	733,278	-	733,278
Total				**4,473,100**	**406,224**	**396,049**	**1,500,444**	**2,982,831**	**451,278**	**2,531,553**

(1) Adjustments reflect stock-split, dividends paid from retained earnings division and other similar adjustments pursuant to regulations.

The table below shows the number and weighted average exercise prices of stock options:

	2009		2008	
	Number	Weighted average price (€)	Number	Weighted average price (€)
Outstanding at beginning of period	2,673,220	127.06	2,200,584	120.82
Allocated over the period	735,450	97.47	860,450	130.27
Adjusted over the period	61,716	123.03	-	-
Cancelled over the period	-116,860	133.54	-178,000	150.63
Exercised over the period	-370,695	65.62	-209,814	54.62
Average share price on date of exercise	-	117.94	-	147.99
Outstanding at end of period	2,982,831	124.94	2,673,220	127.06
Of which exercisable at end of period	582,720(1)	88.32	615,820	65.94

(1) For 131,442 options, the right to exercise is subject to meeting the following performance condition: the overall market performance of Unibail-Rodamco must be higher in percentage terms than the performance of the EPRA reference index over the reference period.

Stock-options allocated after November 7, 2002, i.e. those allocated in 2003 and subsequent years, are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to stock-options came to €4.3 Mn in 2009 and €4.5 Mn in 2008.

The performance-related stock-options allocated in 2009 were valued at €6.50 using a Monte Carlo model. This valuation is based on an initial exercise price of €99.42, a share price at the date of allocation of €98.79, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 23.3%, a dividend representing 8% of the share value, a risk-free interest rate of 2.8% and a volatility of EPRA index of 18.5% with a correlation EPRA / Unibail-Rodamco of 84.5%.

The performance-related stock-options allocated in 2008 were valued at €8.50 using a Monte Carlo model. This valuation is based on an initial exercise price of €130.27, a share price at the date of allocation of €113.88, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 22.4%, a dividend of €7, plus year-growth of 8% in 2009 and 10% the following years, a risk-free interest rate of 3.5% and a volatility of EPRA index of 17.6% with a correlation EPRA / Unibail-Rodamco of 86.2%.

The performance-related stock-options allocated in 2007 were valued at €14.70 using a Monte Carlo model. This valuation is based on an initial exercise price of €180.36, a share price at the date of allocation of €184.60, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 21%, a dividend of €7, plus year-growth of 10%, a risk-free interest rate of 4.29% and a volatility of EPRA index of 12.5% with a correlation EPRA / Unibail-Rodamco of 98.2%.

The performance-related stock options allocated in 2006 were valued at €11.70 using a Monte Carlo model. This valuation is based on an initial exercise price of €161.50, a share price at the date of allocation of €167.40, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 19.6%, a dividend of 3.85% of the value of the share, a risk-free interest rate of 3.72% and a volatility of EPRA index of 12.3% with a correlation EPRA / Unibail-Rodamco of 98.2%.

Stock options allocated in 2005 were valued at €13.90 using a binomial model for the unconditional scheme and €6.90 using a Monte Carlo model for performance-related options.

Stock options allocated in 2004 were valued at €12.90 using a binomial model for the unconditional scheme and €7.10 using a Monte Carlo model for performance-related options.

Stock options allocated in 2003 were valued at €9.30 for the unconditional scheme and €6.80 for the performance-related scheme using a Monte Carlo model.

10. Related party disclosures

The consolidated financial statements include all of the companies in the Group's scope of consolidation (see section 3 "Scope of consolidation").

The parent company is Unibail-Rodamco SE.

To the Group's knowledge, there are no shareholders' pacts nor persons or groups of persons exercising or who could exercise control over the Group.

Unibail-Rodamco's transactions with related companies

The main related party transactions refer to transactions with companies consolidated under the equity method.

(in €Mn)	Dec. 31, 2009	Dec. 31, 2008
Comexposium Group		
Loan	148.7	165.9
Commercial papers	-	-70.0
Recognised interest	8.0	9.3
Rents and fees invoiced(1)	49.3	49.3
SCI Triangle des Gares		
Loan	16.5	19.3
Recognised interest	0.9	1.1
Fees invoiced(2)	0.8	1.0

(1) Correspond mainly to rents and fees invoiced by Viparis entities to Comexposium and to rent invoiced by the SCI Wilson for the head office of Comexposium.
(2) Correspond to asset management and property management fees invoiced by the Group.

All of these transactions are based on market prices.

No transactions with related parties have influenced significantly the consolidated financial statements.

Transactions with other related parties

• Remuneration of the Management Board:

(in €) Paid in:	2009	2008
Fixed income	2,610,109	2,700,000
Short term incentive	1,297,595	2,310,933
Other benefits(1)	416,225	518,031
Total	**4,323,929(2)**	**5,528,964**

(1) Mainly pension and company car.
(2) The amounts indicated correspond to the periods during which the beneficiaries were members of the Management Board.

In 2009, members of the Management Board were allocated a total of 175,000 stock options, all of which are subject to performance criteria. Towers Watson (ex Towers Perrin), an independent firm, valued each option at €6.50.

Regarding the 2009 results, the Management Board members will receive in 2010 a total variable remuneration of €1,289,426.

• Remuneration of the Supervisory Board: €887,775.

Loans or guarantees granted to directors: None.

Transactions involving directors: None.

11. Relationship with statutory auditors

Statutory auditors are:

- Ernst & Young Audit
  Commencement date of first term of office: AGM of May 13, 1975
  Person responsible: Bernard Heller designated in April 2005

- Deloitte Marque & Gendrot
  Commencement date of first term of office: AGM of April 28, 2005
  Person responsible: Joël Assayah designated in April 2005

Expiry of term of office for both auditors at the AGM held for the purpose of closing the 2010 accounts.

Fees of statutory auditors and other professionals in their networks for the 2008 and 2009 fiscal years, for the parent company and fully-consolidated subsidiaries :

(in €Mn)	Ernst &Young				Deloitte Marque & Gendrot				Others			
	amount		%		amount		%		amount		%	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Audit												
Statutory audit, certification, review of company and consolidated financial statements												
Issuer(1)	0.5	0.4	19%	18%	0.4	0.3	33%	21%	-	-	-	-
Fully consolidated subsidiaries	1.8	1.7	72%	77%	0.7	1.0	56%	71%	0.1	-	69%	
Other assignments and services directly related to the statutory audit assignment												
Issuer(1)	0.1	0.1	5%	5%	0.1	0.1	5%	7%	-	-	-	-
Fully consolidated subsidiaries	0.1	-	3%	-	0.1	-	6%	-	-	-	-	-
Subtotal	**2.4**	**2.2**	**100%**	**100%**	**1.3**	**1.4**	**100%**	**100%**	**0.1**	**-**	**69%**	**-**
Other services rendered by the network to fully consolidated subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-
Legal, tax, employee-related	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	0.0	-	31%	-
Subtotal	-	**-**	**-**	**-**	-	**-**	**-**	**-**	**0.0**	**-**	**31%**	**-**
Total	**2.4**	**2.2**	**100%**	**100%**	**1.3**	**1.4**	**100%**	**100%**	**0.1**	**-**	**100%**	**-**

(1) The issuer is the parent company.

Concerning the subsidiaries consolidated by the proportional or equity methods, the fees of statutory auditors and other professionals in their networks for the 2009 fiscal year for the statutory audit, certification and review of company financial statements amount to €0.5 Mn, of which €0.2 Mn for Ernst & Young, €0.1 Mn for Deloitte Marque & Gendrot and €0.2 Mn for Others.

12. Other information

Events after the accounting date

Acquisition of shopping centres
On February 5, 2010, the Group announced[1] it had reached an agreement with the Simon Property Group and Ivanhoe-Cambridge on the acquisition of their portfolio of retail assets in Poland and France, and the formation of a Joint Venture to develop five retail assets in France. This acquisition, with a consideration for the assets of €715 Mn, is subject to competition authorities' clearance in Poland, and is expected to close in the first half of 2010.

Disposal of shopping centres in The Netherlands
On February 16, 2010, the Group announced[2] that, as part of its strategy to focus on large shopping centres, it has entered into an agreement to sell five Dutch shopping centres. Four will be sold to Wereldhave and one to Ahold of for a total consideration of €235 Mn and for a total GLA of approximately 60,000 m². The closing of the transaction is expected to occur in March 2010.

Rodamco Europe squeeze out proceedings
On March 9, 2010, the Dutch Enterprise Chamber rendered an interim judgment. The Court rejected the demands by the plaintiffs to set the squeeze out price at the June 2007 cash value. The Court appointed three independent experts and asked them to give a value to Rodamco Europe as a stand-alone entity as per the present moment. Their report is expected mid-May 2010.

Shares in the parent company (Unibail-Rodamco SE) pledged by third parties

At year-end 2009, 284,180 shares held in a registered custodian account were pledged, while no standard registered shares were pledged.

(1) See separate press release issued by Unibail-Rodamco on February 5, 2010.
(2) See separate press release issued by Unibail-Rodamco on February 16, 2010.

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholder's General Meeting, we hereby report to you, for the year ended December 31, 2009, on:

- the audit of the accompanying consolidated financial statements of Unibail-Rodamco;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Management Board. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2009 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our opinion, we draw your attention to note 1 to the consolidated financial statements that describes the changes in accounting methods applied by the Group starting 2009, and in particular the amendment of IAS 40 related to the accounting of investment property under construction.

II. JUSTIFICATION OF OUR ASSESSMENTS

The accounting estimates for the purpose of preparing the financial statements for the year ended December 31, 2009 have been made in the context of a real estate market less deteriorated at year end, but still impacted by a weak volume of real estate transactions. It is in this context and in accordance with the requirements of article L. 823-9 of the French commercial code (Code de Commerce) relating to the justification of our assessment that we bring to your attention the following matters:

Accounting principles
As mentioned in note 1 to the consolidated financial statements, new accounting principles were applied during fiscal year 2009 relating to the new or amended IFRS standards and interpretations, in particular the application of the amendment of IAS 40 related to the accounting of investment property under construction. In the context of our assessment of the accounting principles applied by your company, we have verified the correct implementation of these changes in accounting standards and their appropriate presentation in the financial statements.

Accountings estimates
- As stated in note 1.5 to the consolidated financial statements, the real estate portfolio is subject to valuation procedures carried out by independent real estate appraisers. We ensured, in the context of the real estate market, that the fair value of investment properties as stated in the consolidated statement of financial position and in note 5.1 to the consolidated financial statements was determined in accordance with the valuations carried out by the aforementioned appraisers. Moreover, for investment properties under construction for which the fair value could not be reliably determined, we have assessed the reasonableness of the data and assumptions used by your company to carry out the impairment tests of these assets maintained at cost. We have ensured that necessary depreciations have been booked following these impairment tests.
- As indicated in note 1.5 to the consolidated financial statements, the Group carries out on an annual basis an impairment test for its intangible assets based on external appraisals or a discounted cash-flows approach. For the discounted cash-flows approach, in the context of the crisis, and on the basis of available information to date, we have notably assessed the reasonableness of the data and assumptions used by your company to carry out this test, and have checked the accuracy of the calculations. We have ensured that necessary depreciations required by this test had been booked.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. - SPECIFIC VERIFICATION

As required by law we have also verified in accordance with professional standards applicable in France the information presented in the Group's Management Board report.
We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-Sur-Seine and Paris-La Défense, March 22, 2010
The Statutory Auditors French Original signed by

DELOITTE MARQUE & GENDROT
represented by Joël Assayah

ERNST & YOUNG AUDIT
represented by Bernard Heller

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Legal Information

LEGAL INFORMATION

I. GENERAL INFORMATION

Company name
Unibail-Rodamco SE [1]

Registered office and place of business
7, place du Chancelier Adenauer – 75016 Paris (France)
Tel: +33 (0)1 53 43 74 37

Legal form
Unibail-Rodamco SE is a public limited-liability company (société européenne / European Company) with a two-tier governance system (Management Board and Supervisory Board), governed by: (i) the provisions of the European Council Regulation 2001/2157/EC of October 8, 2001, applicable to European companies; (ii) the current laws and regulations of France (including the applicable specific legislation described below; and (iii) its Articles of Association[2].

Specific applicable legislation
SIIC requirements
In 2003, the Company and its eligible subsidiaries opted for the tax regime applicable to Listed Property Investment Companies (SIIC) introduced by the 2003 French Finance Act (Article 208 C of the French Tax Code, (Code général des impôts) and implemented by decree no.2003-645 dated July 11, 2003. Under the SIIC regime, Unibail-Rodamco SE is exempt from tax on recurring rental income and on capital gains derived from selling properties.

Pursuant to the 2006 Corrected Finance Law and the 2009 French Finance Act, in order to qualify as a SIIC company, amongst other requirements, with effect, January 1, 2010 no shareholder (or group of shareholders acting in concert) may hold more than 60% of the capital and voting rights in the company. As of the date of filing of this Registration Document, to the Company's best knowledge, no shareholder or group of sharehoders of Unibail-Rodamco SE holds 60% or more of the capital and voting rights in the Company.

Sicomi regulations
Prior to July 1, 1991, the Company was approved as a Sicomi (commercial and industrial property finance leasing company). As a result, all finance leasing agreements signed by Unibail prior to January 1, 1991 are governed by the applicable Sicomi regulations.

French Monetary and Financial Code (Code Monétaire et Financier)
Up until November 28, 2002, the Company was considered a "finance company"[3] and governed by the French Monetary and Financial Code (Code Monétaire et Financier).

Term of the Company
99 years from July 23, 1968, to expire on July 22, 2067, except in the event of early winding-up or extension pursuant to a resolution validly adopted by an extraordinary meeting of shareholders.

Corporate purpose
In accordance with Article 2 of the Articles of Association[4], the corporate purpose of the Company in France and abroad is:
- investment through the acquisition, development, construction and ownership of land, buildings, property assets and rights, and the fitting out of property complexes, with a view to renting them out;
- the management, rental, leasing, divestment or exchange of the above assets, either directly, or through taking investments or interest ownerships, or by creating partnerships, companies or consortia;
- more generally, any financial, securities or property transactions directly or indirectly connected with the foregoing purpose or likely to facilitate its achievement;
- the acquisition, ownership or divestment of assets in any French or foreign legal entities with an activity directly or indirectly linked to the corporate purpose of the Company or which would favour its development.

Trade and Companies Register
682 024 096 RCS Paris – SIRET 682 024 096 00054 – APE code: 6420Z
Documents and information relating to the Company may be consulted at the registered office: 7, place du Chancelier Adenauer – 75016 Paris
Tel: +33 (0)1 53 43 74 37
www.Unibail-Rodamco.com

Financial year
The financial year runs from January 1 to December 31.

(1) Effective on May 15, 2009 upon registration of the Company in the form of a European Company with the Trade and Companies Register of Paris.
(2) Available on the Company's website and at the Company's registered office.
(3) After running down its outstanding loans to zero, the Company requested that the French banking regulator (CECEI) withdraw Unibail-Rodamco SE's "finance company" status. In accordance with this request, on November 28, 2000, the CECEI officially withdrew Unibail-Rodamco SE's "finance company" status from November 28, 2002.
(4) Ibid n2.

Distribution of profits

Distribution obligations under the Articles of Association

The distributable profits in any given year is equal to the sum of the net profits for the year and any retained earnings minus losses from previous years and amounts transferred to reserves ("Distributable Profits"). In addition to the Distributable Profits, the shareholders may expressly resolve to distribute sums from other distributable reserves and the contribution premium however dividends must be paid from the Distributable Profits prior to any distribution from other reserve accounts and the contribution premium.

The amount available for distribution is equal to the sum of the Distributable Profits and any other reserves and/or deduction from the contribution premium that the shareholders expressly resolve to distribute (in that order). The dividend amount and/or reimbursement of capital distribution is determined by shareholders following their approval of the financial statements and the due identification of the amount, if any, available for distribution.

Pursuant to Article 21 of the Articles of Association, on the distribution of profits, if a Shareholder Concerned[5] causes the Company to incur tax under Article 208-C-II-ter of the French General Tax Code[6], the relevant amount will be deducted from the Shareholder Concerned's dividend ("Deduction Shareholder"). For more details, please refer to Article 21 of the Articles of Association and page 149 of this report dealing with shareholding declaration thresholds.

The disclosure obligations applicable to Shareholders Concerned and Deduction Shareholders pursuant to the General Shareholders Meeting of April 29, 2008 and Article 21 of the Articles of Association are described, as detail above.

Distribution obligations under the Sicomi regulations

Pursuant to the Sicomi regulations, at least 85% of net income generated from finance leasing contracts and benefiting from a tax exemption pursuant to Article 208-3 quater of the French Tax Code, must be distributed provided that the distribution sum does not exceed the net income for the fiscal year.

Distribution obligations and other requirements under the SIIC regime[7]

As a result of the Company's adoption of SIIC tax status, recurring income from activities eligible for SIIC status and capital gains on property sales covered by the regime are exempt from tax on the condition that the "dividend rule" is respected. The dividend rule provides that (i) at least 85% of the recurring income of Year N must be paid out in Year N+1 and (ii) 50% of the capital gains realised in Year N and 100% of the dividends received from the affiliates opting for the SIIC tax regime must be distributed no later than Year N+2.

Corporate governance structure

The Company is managed by a two-tier governance system (Management Board and Supervisory Board).

The Unibail-Rodamco SE Management Board is composed of six members[8] appointed by the Supervisory Board. At the Supervisory Board Meeting of May 14, 2009, following the conversion to a European Company, Mr. Guillaume Poitrinal was reappointed Chairman of the Management Board and Chief Executive Officer of the Company with effect May 15, 2009 and for a term expiring at the 2013 General Meeting of Shareholders.

The Management Board exercises its functions under the supervision of the Supervisory Board. The Supervisory Board on March 10, 2010, is composed of 12 members appointed by the General Meeting of Shareholders. At the General Meeting of May 14, 2009, following the conversion to a European Company, all 12 members, including Mr. Robert van Oordt as Chairman, were reappointed (effective May 15, 2009). Mr. van Oordt's term expires at the 2012 General Meeting.

General Meetings of Shareholders

General Meetings of Shareholders must be convened and conducted pursuant to the applicable French and European laws. Any shareholder that has held the status of a shareholder for at least a three day period prior to the General Meeting of Shareholders is eligible to participate in the meeting either in person or through a representative.

A single voting right is attached to each share. There are no preference shares. For detailed information, please refer to Articles 18 and 19 of the Articles of Association.

Registration obligation pursuant to the Articles of Association

Pursuant to Article 9 of the Articles of Association, a Shareholder Concerned must register its shares and/or arrange for the entities it controls within the meaning of Article L.233-3 of the French Commercial Code to register the shares within five trading days of the acquisition date. The Shareholder Concerned must justify the Company with justification of the registration of its shares (i.e. a copy of the registration application) by registered post within 5 trading days of the date the threshold is reached.

A Shareholder Concerned that fails to comply with the above requirements will be stripped of the right to participate in General Meetings of Shareholders of the Company and will lose the right to exercise the voting rights attached to the shares.

(5) *See "Distribution of profits" and "Registration obligation" sections. A "Shareholder Concerned" is any shareholder, other than a natural person, who directly or through entities acting as intermediaries that it controls within the meaning of Article L. 233-3 of the French Commercial Code, comes to own 10% or more of the rights to dividends in the Company or as otherwise prescribed pursuant to Article 208-C-II-ter of the French General Taxation Code.*

(6) *Refer to page 149. The Company is required to pay a 20% tax on distributions to Shareholders Concerned that are non-French residents for tax purposes and that are taxed less than the equivalent of 2/3rds of the tax payable under the French Tax Regime.*

(7) *For detailed information on the terms and conditions of the SIIC regime, please refer to page 100 of this report.*

(8) *The AGM held on May 14, 2009 approved the amendement of the article 10 of the Articles of Association on the maximum number of the Management Board to seven.*

Ownership threshold disclosure obligations pursuant to Article 9 bis of the Articles of Association:

- If a shareholder comes to aquire a threshold of two percent or any further multiple thereof (e.g. 4, 6, 8) of the total number of issued shares in the Company, the shareholder must, within ten trading days of the said threshold being reached, serve the Company with written notification of the total number of shares held by registred post to the Company's registered office.

- Article 208-C-II-ter of the French Tax Code ("SIIC4") imposes a 20% tax on the Company for distributions to a Shareholder Concerned that is: (i) a non-French resident for tax purposes; and (ii) taxed less than the equivalent of 2/3rds of the French Tax Regime in the Shareholder Concerned's country of residence ("Deduction Shareholder"). As stated at page 148 (above), pursuant to Article 21 of the Articles of Association, a Shareholder Concerned is liable for the deduction of any liability incurred by the Company pursuant to SIIC4 from the Shareholder Concerned's dividend ("Deduction Shareholder"). Further, pursuant to Article 21 of the Articles of Association, a Shareholder Concerned must declare whether or not it is a Deduction Shareholder and, if the declaration is negative, provide evidence to the Company to this effect. Any change in the Shareholder Concerned's Deduction Shareholder declaration must be communicated to the Company within 10 trading days prior to the date fixed for the distribution of profits.

- A Shareholder that fails to comply with the above ownership threshold disclosure requirements will be disqualified from exercising the voting rights pertaining to those shares exceeding the said threshold, either in person or by proxy, at General Meetings for a period of two years from the date the non-disclosure is rectified on the request of one or more shareholders (separately or together) holding at least two percent of the Company's share capital.

II. GENERAL INFORMATION ABOUT THE SHARE CAPITAL

Conditions imposed by the Articles of Association on changes to the share capital and the respective rights attached to the various share categories

None.

Authorised share capital - Form of shares

The share capital at December 31, 2009, amounted to €456,322,745 divided into 91,264,549 fully paid-up shares with a nominal value of €5 each. At the shareholder's discretion, the shares may be registered or bearer shares. The only exception to this applies to Shareholders Concerned who are obliged to register their shares pursuant to Article 9 of the Articles of Association.

Table summarising authorisations to increase the share capital (as at December 31, 2009):

Pursuant to the Article L. 225.100 of the French Commercial Code, the following table summarises authorisations to increase the share capital during the 2009 financial year.

Type of authorisation	Amount authorised[1]	General meeting date	Authorisation expiry date	Beneficiaries	Issue terms and conditions*	Amount of authorisation used: number of shares or bonds issued/ subscribed for or permanently allocated[2]	Outstanding amount of authorisation: potential options/ bonds as of 31/12/2009[2]
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PSR[3]	€75,000,000 nominal value of ordinary shares and/or securities giving acces to the share capital + €1,000,000,000 nominal amount of securities representing claims	May 14, 2009	July 13, 2011	Shareholders	Power delegated to the Management Board to set terms and conditions.	0	Not used
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any other securities without PSR[3]	€47,000,000 nominal value of ordinary shares and/or securities giving acces to the share capital + €1,000,000,000 nominal amount of securities representing claims	May 14, 2009	July 13, 2011	Certain shareholders and/or third parties	Powers delegated to the Management Board to set terms and conditions: removal of the preferential subscription right with the possibility of a priority subscription right. If the subscription exceeds 10% of the share capital, priority subscription period for the shareholders is mandatory.	0	Not used
Increase of the number of shares or securities to be issued in the case of an increase in the share capital with or without PSR[3]	Maximum of 15% of the initial issue and in the limit of the maximum threshold as set for the initial issue of shares or securities	May 14, 2009	July 13, 2011	Beneficiaries of the transaction	Powers delegated to Management Board to increase the number of shares or securities at the same terms and conditions as set for the initial issue.	0	Not used

Type of authorisation	Amount authorised [1]	General meeting date	Authorisation expiry date	Beneficiaries	Issue terms and conditions*	Amount of authorisation used: number of shares or bonds issued/ subscribed for or permanently allocated[2]	Outstanding amount of authorisation: potential options/ bonds as of 31/12/2009[2]
Increase in the share capital without PSR [3] by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities as consideration for capital contributions in the form of securities.	Capital contributions in form of securities: 10% of the authorised share capital on the date of the transaction	May 14, 2009	July 13, 2011	Beneficiaries of the transaction	Powers delegated to Management Board to set terms and conditions: removal of the preferential subscription right.	0	Not used
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any other securities without PSR [3]	€47,000,000 nominal value of ordinary shares, possibly adjusted to preserve the rights of holders of negotiable securities giving access to shares + €1,000,000,000 nominal amount of securities representing claims	May 21, 2007*	July 20, 2009	Certain shareholders and/or third parties	Powers delegated to the Management Board to set terms and conditions: removal of the preferential subscription right with the possibility of a priority right. If the subscription exceeds 10% of the share capital, priority subscription period for the shareholders is mandatory.	3,928,670 Net share settled bonds convertible into new and/ or existing shares (ORNANE) of Unibail-Rodamco	3,928,670 ORNANE No longer used
Increase in the share capital without PSR [3], in the context of the combination with Rodamco Europe NV, to issue ordinary shares and/or securities giving immediate or future access to the share capital	€240,000,000 nominal value of ordinary shares + €2,300,000,000 nominal amount of securities representing claims (Ora)	May 21, 2007*	July 20, 2009	Beneficiaries of the transaction	Powers delegated to Management Board to pay for securities transferred in the context of the PEO on Rodamco Europe NV.	35,460,833 shares at the end of the PEO 9,363,708 ORA	19,684 ORA No longer used
Increases in the share capital by capitalisation of premiums, reserves, profits	€100,000,000 nominal value of ordinary shares	May 14, 2009	July 13, 2011	Shareholders	Powers delegated to Management Board to set terms and conditions: bonus shares or increase in nominal value.	0	Not used
Increases in the share capital reserved for Directors and employees, Stock Option Plan (Plan no.2)	2.5% of the fully diluted share capital	May 12, 2000	May 11, 2005	Group managers and employees	Powers delegated to Management Board to set terms and conditions. No discount.	1,263,677 stock options	21,765 stock options

Type of authorisation	Amount authorised (1)	General meeting date	Authorisation expiry date	Beneficiaries	Issue terms and conditions*	Amount of authorisation used: number of shares or bonds issued/ subscribed for or permanently allocated(2)	Outstanding amount of authorisation: potential options/ bonds as of 31/12/2009(2)
Increases in the share capital reserved for Directors and employees, Stock Option Plan (Plan no.3 and Plan no.3 Performance)	3% of the fully diluted share capital	June 17, 2003	August 16, 2006	Group managers and employees	Powers delegated to Management Board to set terms and conditions. No discount.	703,035 stock options	560,955 stock options which Plan no.3: 429,513 which Plan no.3 Performance: 131,442
Increase in the share capital reserved for managers and employees, Stock Option Plan (Plan no.4 Performance)	3% of the fully diluted share capital	April 27, 2006	June 26, 2009	Group managers and employees	Powers delegated to Management Board to set terms and conditions. No discount.	0	317,985 stock options subject to performance condition. (Plan no.4 Performance) The unused part of this autorisation has been revoked by the autorisation granted by the AGM of May 21, 2007
Increase in the share capital reserved for managers and employees, Stock Option Plan (Plan no.5 Performance)**	3% of the fully diluted share capital	May 21, 2007*	July 20, 2010	Group managers and employees	Powers delegated to Management Board to set terms and conditions. No discount.	0	2,082,126 stock options subject to performance condition. The unused part of this authorisation has been revoked by authorisation granted by the AGM of May 14, 2009
Increase in the share capital reserved for Group salaried staff and company officers, Stock Option Plan (Plan n°6 Performance)	3% of the fully diluted share capital, but the total number of options open pursuant to this authority plus the amount of options open and not yet exerciced, plus the performance shares granted, under the previous authorities cannot give rise to a number of shares exceeding 5% of the authorised share capital on a fully-diluted basis	May 14, 2009	July 13, 2012	Group salaried staff and company officers	Powers delegated to Management Board only within the 120-day period following the date of the publication of the annual account of the Company to set terms and conditions. No discount. Supervisory Board prior approval for the Management Board grants.	0	Not used
Allocation of performance shares	1% of the authorised share capital on the date of the CGM of April 28, 2005	April 28, 2005	June 27, 2008	Group managers and employees	Powers delegated to MAnagement Board to set terms and conditions.	2666(4) shares	No longer used

Type of authorisation	Amount authorised (1)	General meeting date	Authorisation expiry date	Beneficiaries	Issue terms and conditions*	Amount of authorisation used: number of shares or bonds issued/ subscribed for or permanently allocated(2)	Outstanding amount of authorisation: potential options/ bonds as of 31/12/2009(2)
Increases in the share capital reserved for participants of employees savings plan	maximum nominal amount of €2,000,000 carried out pursuant to the both delegated powers	May 14, 2009	July 13, 2011	Subscribers to Company Savings Plan	Powers delegated to Management Board to set terms and conditions. 20% discount to average share price during last 20 trading days.	25,919 shares	374,085 shares
Increases in the share capital reserved for employees and executive managers of the subsidiaries of the Company with registered offices outside of France		May 14, 2009	November 13, 2010	Employees or executive managers of the subsidiaries of the Company with registered office outside of France	Powers delegated to Management Board to set terms and conditions. 20% discount to average share price during last 20 trading days.	0	Not used

(1) For more details, refer to the exact text of the resolutions.
(2) After adjustments, if applicable.
(3) Preferential subscription rights.
(4) The conditions of allocation, retention and, if applicable, performance are set by the Board for each allocation.
(*) Pursuant to a decision by the General Meeting of Shareholders held on May 21, 2007, all the delegations of power granted to the Board of Directors of Unibail Holding have been transferred to the Management Board of Unibail-Rodamco SE.
(**) Pursuant to French law, the CGM held on May 21, 2007 had to fix a total maximum amount for all the authorisations to increase share capital: €400 million nominal amount of share capital and €3.3 billion nominal amount of debt securities.

Other securities granting access to the share capital

Options to subscribe for and/or purchase shares

Stock options allocated to Group managers and employees in the context of the plans summarised below have been granted for exemplary behaviour, an increase in responsibility or the assumption of key roles within the Group. There is no automatic allocation, in terms of amount or frequency, and, pursuant to Group rules, no discount is applied to stock options.

The Company stock option plan adopted prior to 2003 (Plan n°2) is not subject to any performance condition. From 2003 to 2005, two stock option plans were introduced: one without any performance condition available to all employees (Plan n°3) and one with a performance condition, available to executives only (Plan n°3 Performance). All Company stock option plans adopted since 2006 (Plans n°4, n°5 and n°6) are subject to performance conditions. For more details with respect to the specific plans, see below.

• Plan n°2

In accordance with the authorisation granted by the Combined General Meeting held on May 12, 2000, the Board of Directors was authorised to grant the Group's managers and employees options to acquire newly-issued and/or existing shares up to a limit of 2.5% of the fully-diluted share capital. Pursuant to this authorisation, in 2003, the Board of Directors introduced Plan n°2. The options have a duration of 8 years and may be exercised as follows: (i) 30% on the expiry of the 2nd anniversary of the allocation date; (ii) 30% on the expiry of the 3rd anniversary of the allocation date; and (iii) the remainder of the options on the expiry of the 4th anniversary of the allocation date. The beneficiaries are prohibited from dealing in their shares until the expiry of the 4th anniversary of the allocation date.

In years 2000, 2001 and 2002, a total of 1,213,500 options were granted under Plan n°2 resulting in 1,387,172 options, after adjustments, namely: (i) the division of the nominal value by 3 in 2001; (ii) the application of the adjustment ratio of 1.2726 following the exceptional distribution of January 7, 2005; and (iii) the application of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009 for all subscription options yet to be exercised. As at March 10, 2010, 1,272,439 new shares were issued under Plan n°2 and the potential number of new shares is 13,003, after cancellations due to staff departures.

• Plan n°3 and Plan n°3 Performance
In accordance with the authorisation granted by the Combined General Meeting held on June 17, 2003, the Board of Directors was authorised to grant the Group's managers and employees options to acquire newly-issued shares up to a limit of 3% of the fully-diluted share capital. On the recommendation of the Nomination and Remuneration Committee at the time, the Board of Directors, on October 15, 2003, approved the terms of two plans: (i) Plan n°3 - available to Group's executives and employees without performance conditions; and (ii) Plan n°3 Performance – for executives and high level managers only subject to performance conditions. Under both plans, the options have a duration of 7 years and may be exercised at any time on one or more occasions from the 4th anniversary of the allocation date.

Under Plan n°3 Performance, the right to exercise options is conditional on Unibail-Rodamco SE's overall stock price outperforming the European Public Real Estate Association benchmark index (EPRA Index) over the Reference Period (see below for more detail). The Reference Period is the period commencing on the allocation date of the options and expiring on the last trading day before the receipient exercises the option. Options can be exercised on the expiry of the 4th anniversary of the allocation date (at the earliest) and on the expiry of the 7th anniversary of the allocation date (at the latest).

With respect to the Plan n°3 Performance, particular attention is drawn to the following points:
(i) Unibail-Rodamco SE's overall stock market performance is defined as the movement in Unibail-Rodamco SE's share price during the Reference Period taking into account all gross interim and final dividends reinvested on the distribution date.
(ii) The performance of the EPRA Index is defined as the movement in the EPRA Euro Zone Total Return Index during the Reference Period. This Index comprises of the leading property stocks in the Euro Zone and is a 'total return' index (including dividends paid). The gross dividend figures included in the calculation of Unibail-Rodamco SE's overall stock market performance are those published by Bloomberg, which is the basis for the EPRA Euro Zone Total Return index.

A combined total of 1,147,000 options have been granted under the Plan n°3 and Plan n°3 Performance or 1,361,655 options after adjustments: the application of the adjustment ratio of 1.2726 following the exceptional distribution of January 7, 2005 (for the 2003 and 2004 tranches) and of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009 (for all tranches under plans n°3 and n°3 Performance). As at March 10, 2010, 513,763 options were exercised under Plan n°3, and the potential number of shares amounts to 388,443 after the cancellation of options due to staff departures. Under Plan n°3 Performance, as at March 10, 230,342 options were exercised, bringing the potential number of shares to 131,442.

• Plan n°4 Performance
In accordance with the authorisation granted by the Combined General Meeting held on April 27, 2006, the Board of Directors was authorised to grant the Group's managers and employees options to acquire newly-issued shares up to a limit of 3% of the fully-diluted share capital. Pursuant to this authorisation, on October 11, 2006, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee at the time, introduced a new plan subject to performance conditions (Plan n°4 Performance). The options under Plan n°4 Performance have a duration of 7 years, and may be exercised at any time, on one or more occasions, after the expiry of the 4th anniversary of the allocation date.

The right to exercise the options is conditional on Unibail-Rodamco SE's overall stock market performance, on the same terms as Plan n°3 Performance (as set out above). A total of 365,500 options have been granted under the Plans n°4 Performance, or 371,990 after the application of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009. As at March 10, 2010, the potential number of new shares dependent on (Plan n°4 Performance was 317,985, after the cancellation of options due to staff departures.

• Plan n°5 Performance
In accordance with the authorisation granted by the Combined General Meeting held on May 21, 2007, the Management Board was authorised to grant the Group's managers and employees options to acquire newly-issued and/or existing shares up to a limit of 3% of the fully-diluted share capital. This authorisation replaces the authorisation granted by the General Meeting on April 27, 2006. In agreement with the Supervisory Board and the Governance, Nomination and Remuneration Committee, the Management Board, on October 11, 2007, approved a stock option plan subject to performance conditions (Plan n°5 Performance). The options have a duration of 7 years, and may be exercised at any time, on one or more occasions, as from the 4th anniversary of the allocation date. In addition, following the merger between Unibail-Holding (the previous corporate name of Unibail-Rodamco SE) and Rodamco Europe NV, the Management Board decided to extend the scope of Plan n°5 Performance to all Unibail-Rodamco SE Group subsidiaries in Europe.

The right to exercise the options is subject to a performance condition depending on Unibail-Rodamco SE's overall stock market performance, on the same terms as Plan n°3 Performance and Plan n°4 Performance (as set out above). In agreement with the Governance, Nomination and Remuneration Committee and the Supervisory Board, the Management Board granted a second allocation on October 23, 2008 and a third allocation on March 13, 2009. A total of 2,249,600 options have been granted under the Plan n°5 Performance comprising of options allocated in years 2007, 2008 and 2009 and resulting in a total of 2,290,931 options after the application of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009. As at March 10, 2010, the potential number of new shares under Plan n°5 Performance was 2,082,126, after the cancellation of options due to staff departures.

• Plan n°6 Performance
In accordance with the authorisation granted by the Combined General Meeting held on May 14, 2009, the Management Board may grant the Group's managers and employees options to acquire newly-issued and/or existing shares up to a limit of 3% of the fully-diluted share capital on the condition that the total sum of the options granted under this and previous authorities, including performance shares previously granted, do not exceed 5% of the authorised share capital on a fully-diluted basis subject to adjustments under Articles R. 225-137 and R. 225-142 of the French Commercial Code.

The options have a duration of 7 years, and may be exercised at any time, on one or more occasions, from the 4th anniversary of the allocation date. This authorisation replaces the authorisation granted by the General Meeting on May 21, 2007. In agreement with the Supervisory Board and the Governance, Nomination and Remuneration Committee, the Management Board, on March 10, 2010, approved a stock option plan subject to performance conditions (Plan n°6 Performance) and granted a first allocation.

The right to exercise the options under Plan n°6 Performance is subject to a performance condition depending on Unibail-Rodamco SE's overall stock market performance, on the same terms as Plan n°3 Performance, Plan n°4 Performance and Plan n°5 Performance as set out above. As at March 10, 2010, 778,800 options have been granted under Plan n°6 Performance and the potential number of new shares is 778,800.

General stock option grant conditions
In addition, the following conditions apply to the grant of all options since March 2009 included:

- The allocation date is fixed in agreement with the Supervisory Board and, in accordance with the Afep-Medef recommendations, must fall within the one-hundred-and-twenty (120) day period following the date of publication of the annual accounts of the Company.
- The performance conditions are fixed in agreement with the Supervisory Board.
- The number of options allocated to individual members of the Management Board must have the prior approval of the Supervisory Board on the recommendation of the Governance, Nomination and Remuneration Committee. In conformity with Afep-Medef recommendations, the Supervisory Board fixes a maximum percentage of the total number of options that can be granted to the Chairman of the Management Board and to the top six beneficiaries under the plans.

Further, pursuant to the Group remuneration policy, the Supervisory Board and Management Board do not intend to grant stock options exceeding 1% of the company's diluted capital per year.

Stock option information as at March 10, 2010 (Table n°8 AMF/Afep-Medef recommendations)

History of the Share Subcription or Purchase Options' Allocations
Information about the Share Subcription or Purchase Options' Allocations

Date of the plan	Plan no.2	Plan no.2	Plan no.3	Plan no.3	Plan no.3	Plan no.4	Plan no.5	Plan no.5	Plan no.5	Plan no.6
	Tranche 2001	Tranche 2002	Tranche 2003 + Performance(1)	Tranche 2004 + Performance (1)	Tranche 2005 + Performance(1)	Tranche 2006 Performance	Tranche 2007 Performance	Tranche 2008 Performance	Tranche 2009 Performance	Tranche 2010 Performance
Date of Board	09/10/01(2) (3)	09/10/02(2) (3)	15/10/03(2) (3)	13/10/04(2) (3)	14/12/05(3)	11/10/06(3)	11/10/07(3)	23/10/08(3)	13/03/09(3)	10/03/10
Total number of shares that may be acquired through exercising options, of which:	370,823	483,925	554,879	395,496	411,280	371,990	664,599	876,309	750,023	778,800
By responsible officers	36,599	61,959	139,987	56,760	94,860	81,600	132,600	183,600	153,000	190,000
G. Poitrinal(4)	19,963	42,870	50,904	38,942	61,200	40,800	40,800	61,200	51,000	50,000
M. Dessolain(4)	16,686	19,089	25,452	17,818	18,360	20,400	20,400	30,600	25,500	25,000
B.Julien Laferrière(5)							15,300	30,600	25,500	25,000
C. Pourre(4)		-	63,631	-	15,300	20,400	20,400	30,600	25,500	25,000
P. van Rossum(4)							35,700	30,600	25,500	25,000
J. Tonckens(6)										40,000
End of lock-up period	9/10/03	9/10/04	15/10/07	13/10/08	14/12/09	11/10/10	11/10/11	23/10/12	13/03/13	10/03/14
Expiry date	8/10/09	8/10/10	14/10/10	12/10/11	13/12/12	10/10/13	10/10/14	22/10/15	12/03/16	09/03/17
Strike price (€) No discount	41.17	45.71	52.82	75.40	106.46	158.33	176.82	127.72	97.47	148.32
Exercise terms (if the plan has more than one tranche)	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 154 of this report	See page 155 of this report
Number of options subscribed as at March 10, 2010	339,323	466,848	491,562	224,463	28,080	0	0	0	0	0
Number of options cancelled	31,500	4,074	0	16,865	80,800	54,005	112,320	79,740	16,745	0
Outstanding options	**0**	**13,003**	**63,317**	**154,168**	**302,400**	**317,985**	**552,279**	**796,569**	**733,278**	**778,800**

(1) The valuation of these options took into account the performance conditions applicable to some of these options.
In 2004, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €3,262,000 for the total stock options granted in 2004.
In 2005, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €4,961,000 for the total stock options granted in 2005.
In 2006, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €4,276,000 for the total stock options granted in 2006.
In 2007, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €8,802,000 for the total stock options granted in 2007.
In 2008, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €5,874,077 for the total stock options granted in 2008.
In 2009, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €3,246,172 for the total stock options granted in 2009.
In 2010, the valuation by the independent firm Towers Watson (ex Towers Perrin) amounted to a total of €6,752,196 for the total stock options granted in 2010.
(2) After taking into account the adjustment applied on January 7, 2005.
(3) After taking into account the adjustment applied on July 15, 2009.
(4) Member of Unibail-Rodamco SE Management Board since June 2007.
(5) Member of Unibail-Rodamco SE Management Board since September 2008.
(6) Member of Unibail-Rodamco SE Management Board since September 2009.

Bonus shares ("Performance Share")
The Combined General Meeting held on April 28, 2005 authorised the Board of Directors to allocate Performance Shares during a 38 month period (up until June 27, 2008). Pursuant to its Performance Share Plan, adopted April 27, 2006, a total of 11,157 Performance Shares (or 10,507 Performance Shares taking into account staff departures) were allocated to all staff. This includes a total of 2,666 Performance Shares issued to executive officers in early 2009 i.e. two years from the allocation date (Final Allocation). The Performance Shares, once issued, are subject to a retention obligation prohibiting beneficiaries from dealing in their shares for a period of two years from the Final Allocation.

Warrants to purchase existing shares and/or subscribe for new shares
Currently, there are no warrants for the purchase of existing shares and/or the subscription for new shares.

ORA (Bond redeemable into shares)
Pursuant to the Rodamco Europe NV Public Exchange Offer, 9,363,708 ORA were issued in part consideration for the shares contributed by Rodamco Europe NV shareholders. As at March 10, 2010, 9,344,024 ORA had been redeemed into shares. The remaining number of ORA, yet to be redeemed, as of March 10, 2010, is 19,684. The potential number of new shares that may be issued on the exercise of the ORA is 20,077 at least, after the application of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009. For full details on the ORA, please refer to the "Note d'opération" approved by the AMF (French financial markets authority) under visa n° 07-104 dated May 18, 2007.[9]

ORNANE (Net share settled bond convertible into new and/or existing shares)
On 29 April 2009, Unibail-Rodamco SE issued 3,928,670 net share settled bonds convertible into new and/or existing shares at a nominal value of €146.36 per share and for a total amount of €575 Mn. As at March 10, 2010, the remaining number of Ornane, yet to be converted as from March 31, 2010, is 3,928,670 and the conversion ratio stands at 1.02. For full details on the ORNANE, please refer to the "Note d'opération" approved by the AMF (French financial markets authority) under visa n° 09-104 dated April 21, 2009.[9]

Share buy-back programme

The Combined General Meeting held on May 14, 2009 (replacing the authority granted on April 29, 2008) authorised the Management Board, pursuant to Article L225-209 seq. of the French Commercial Code and the European Commission Regulation n°2273/2003 of December 22, 2003, for a period of eighteen months, to buy-back Company shares up to the legal limit of 10 % of the total number of outstanding shares adjusted for any change in the share capital during the authorisation period, with a view to:

(i) cancelling all or part of the shares purchased to date under Article L. 225-209 of the French Commercial Code, subject to the General Meeting's authorisation to reduce the share capital;
(ii) holding shares that can be allotted to its executive officers and employees and to those of affiliated companies under the terms and conditions provided by law pursuant to stock option schemes, free allotments of existing shares or company or inter-company employee stock purchase plans;
(iii) holding shares that enable it to allot shares upon the exercise of rights attached to negotiable securities giving access to the capital by way of redemption, conversion, exchange, presentation of a warrant, or in any other manner;
(iv) holding shares that can be retained and subsequently used by way of exchange or payment in the context of external growth operations (including the acquisition or increase of interests) without exceeding the limit laid down by Article L. 225-209 of the French Commercial Code in the context of mergers, spin-offs or contributions in kind;
(v) stimulating the market in and the liquidity of the shares through an investment intermediary in the context of a liquidity contract;
(vi) implementing any new market practice which might be approved by the AMF (French financial markets authority) and, more generally, to carry out any transaction permitted under the regulations in force.

The maximum share buy-back purchase price is fixed at €200, excluding costs per share, based on a nominal value of €5/ share. The total cost of the share buy-back programme must not exceed €1.6 billion.

The Management Board will propose that the shareholders, during the General Meeting to be held on April 28, 2010, renew this authorisation for a period of eighteen months, up to the legal limit of 10% of the total number of outstanding shares adjusted for any change in the share capital during the authorisation period so as to allow the Company to:

(i) cancel all or part of the shares purchased to date, under Article L. 225-209 of the French Commercial Code and, subject to the General Meeting's authorisation to reduce the share capital;
(ii) hold shares that can be issued to its executive officers and employees and to employees of affiliated companies under the terms and conditions provided by law pursuant to stock option schemes, free allotments of existing shares or company or inter-company employee stock purchase plans;
(iii) hold shares that enable it to allot shares upon the exercise of rights attached to negotiable securities giving access to the capital by way of redemption, conversion, exchange, presentation of a warrant, or in any other manner;

(9) Available on the Company's website or free of charge at the Company registered office.

(iv) hold shares that can be retained and subsequently used by way of exchange or payment in the context of external growth operations (including the acquisition or increase of interests) without exceeding the limit laid down by Article L. 225-209 of the French Commercial Code in the context of mergers, spin-offs or contributions in kind;
(v) stimulate the market in and liquidity of the shares through an investment intermediary in the context of a liquidity contract; and
(vi) implement any new market practice which might be approved by the Autorité des Marchés Financiers (French financial markets authority) and, more generally, to carry out any transaction permitted under the regulations in force.

The purchase, sale or transfer of shares may be effected at any time (except during the period of a public offering of the Company's shares for settlement entirely in cash) and by any means, on the market or over the counter on market terms.

The maximum purchase price is fixed at €200 excluding costs per share, based on a nominal value of €5/share. The total cost of this share buy-back programme must not exceed 1,6 billions euros.
This new authorisation, subject to the Annual General Meeting approval, would replace the authorisation granted on May 14, 2009.

Review of share buy-back programme running from May 14, 2009, until March 10, 2010.

As at March 10, 2010, the company does not hold any of its own shares.
Under the share buy-back programme authorised by the General Meeting held on May 14, 2009, no shares were acquired by the Company.

Situation as of March 10, 2010 (since May 14, 2009)	
% of the treasury shares held directly or indirectly on the date of the publication of the programme:	0%
Number of the cancelled shares during the last 24 months:	553,408
Number of shares held in portfolio as of March 10, 2010:	0
Accountant value of the portfolio:	€0
Market value of the portfolio:	€0

Information on transactions between the General Meeting held on May 14, 2009 and March 10, 2010.

	Gross totals		Open positions on prospectus filing date			
	Buy	Sales/ Transfers	Buy		Sell	
			Purchased call options	Forward buy	Sales call options	Forward sale
Number of shares	–	–	–	–	–	–
Average maximum maturity	–	–	–	–	–	–
Average transaction price (€/ share)	–	–	–	–	–	–
Total amount	–	–	–	–	–	–

The Company has not entered into any market-making or liquidity agreements.
The Company has not used any derivative products as part of its share buyback programme.

Pledged Company shares

On March 10, 2010, 284,025 shares were pledged in a registered custodian account (nominatif administré). No standard registered shares (nominatif pur) were pledged.

Escheat shares

Within the framework of the procedure set forth in Article L.228-6 of the French Commercial Code, the Company shares unclaimed by shareholders within a period of two years following the publication of a notice in the newspaper La Tribune on July 8, 2005, were sold. The shareholders whose shares were sold may claim the counter value from Caceis (the Company's share registry).

Other securities granting access to the share capital

None

Dividends/Distribution of profits

The amount of dividends paid over the last five years is shown on page 11 of this report. Dividends are paid out of profits, retained earnings and, if necessary, distributable reserves. As yet, the Compagny has not used the authorisation under Article 21 of the Articles of Association to distribute the dividend in the form of new shares.

The General Meeting held on May 14, 2009, fixed a total distribution of €7.50 per share for the 2008 financial year, as follows:

- a dividend of €5.50 per share: under the former Company's distribution policy, the Management Board decided to pay 3 interim dividends of €1.75 per share amounting to €143.4 Mn on October 15, 2008, €142.5 Mn on January 15, 2009 and €142.7 Mn on April, 15, 2009. The final dividend (€0.25 per share) amounting to €21.2 Mn was paid on July 15, 2009.
- a distribution of €2.00 per share deducted from the "distributable reserves" and the "contribution premium" accounts, amounting to €169.4 Mn was paid on July 15, 2009.

The overall distribution in respect of the 2008 financial year amounted to €620.5 Mn after payment of the financial rights due to the shares created between October 15, 2008 and July 15, 2009.

Based on the recurring result of €9.19/share, the Management Board will propose the General Meeting approve the accounts for the financial year ending December 31, 2009 and declare a distribution over 2009 of €8/share to be paid out of the contribution premium. This distribution will be paid on May 10, 2010.

Dividends that remain unclaimed for a period of five years from the date they are made available for payment are paid to the French Treasury, in accordance with Articles L. 27 and R. 46 of the French State Property Code *(Code du Domaine de l'État)*.

Increases/decreases in Unibail-Rodamco SE's share capital over the past five years

Date	Movements in the share capital	Number of shares issued	Total number of shares	Total share capital	Premium resulting from transaction
28/04/2005	Exercise of options (1997-2002)	74,497	45,434,818	€227,174,090	€1,714, 923.01
01/06/2005	Exercise of options (1998-2002)	30,596	45,465,414	€227,327,070	€643,617.40
12/07/2005	Company Savings Plan	55,983	45,521,397	€227,606,985	€3,937,305.73
21/07/2005	Exercise of options (1998-2002)	9,946	45,531,343	€227,656,715	€342,906.69
12/10/2005	Exercise of options (1998-2002)	11,649	45,542,992	€227,714,960	€411,075.69
14/12/2005	Exercise of options (1998-2002)	75,572	45,618,564	€228,092,820	€2,799,903.64
01/02/2006	Exercise of options (1998-2002)	122,490	45,741,054	€228,705,270	€4,757,584.35
27/04/2006	Exercise of options (1998-2002)	113,547	45,854,601	€229,273,005	€4,112,799.29
28/06/2006	Company Savings Plan	31,214	45,885,815	€229,429,075	€3,289,331.32
24/07/2006	Exercise of options (1999-2002)	18,664	45,904,479	€229,522,395	€704,983.80
11/10/2006	Exercise of options (1999-2002)	8,934	45,913,413	€229,567,065	€341,859.29
14/12/2006	Exercise of options (1999-2002)	163,707	46,077,120	€230,385,600	€6,802,258.34
31/01/2007	Exercise of options (1999-2002)	48,373	46,125,493	€230,627,465	€1,937,644.71
27/04/2007	Exercise of options (1999-2002)	20,523	46,146,016	€230,730,080	€832,864.63
25/06/2007	Rodamco Europe NV PEO: 1st issue	27,917,226	74,063,242	€370,316,210	€5,321,646,032.83
27/06/2007	Company Savings Plan	28,668	74,091,910	€370,459,550	€4,567,672.44
11/07/2007	Rodamco Europe NV PEO: 2nd issue	7,543,607	81,635,517	€408,177,585	€1,437,979,771.51
13/07/2007	Exercise of options (1999-2002)	16,089	81,651,606	€408,258,030	€653,419.18
03/10/2007	Exercise of options (2000-2002)	6,420	81,658,026	€408,290,130	€267,200.40
03/10/2007	Reimbursement of ORA	22,563	81,680,58	€408,402,945	€4,323,070.80
05/12/2007	Exercise of options (2000-2003)	152,283	81,832,872	€409,164,360	€7,414,167.78
05/12/2007	Reimbursement of ORA	13,013	81,845,885	€409,229,425	€2,493,290.80
21/12/2007	Cancellation of shares	-173,843	81,672,042	€408,360,210	€23,370,471.03
16/01/2008	Exercise of options (2000-2003)	89,497	81,761,539	€408,807,695	€4,335,840.07
16/01/2008	Reimbursement of ORA	10,954	81,772,493	€408,862,465	€2,098,786.40
10/04/2008	Exercise of options (2000-2003)	67,698	81,840,191	€409,200,955	€3,296,788.54
10/06/2008	Exercise of options (2000-2003)	44,005	81,884,196	€409,420,980	€2,024,676.70
26/06/2008	Company Savings Plan	26,117	81,910,313	€409,551,565	€3,378,072.86
17/07/2008	Exercise of options (2000-2003)	35,160	81,945,473	€409,727,365	€1,620,031.81
17/07/2008	Reimbursement of ORA	156	81,945,629	€409,728,145	€29,889.60
13/10/2008	Exercise of options (2000-2003)	22,554	81,968,183	€409,840,915	€993,532.26
23/11/2008	Exercise of options (2001-2004)	15,851	81,984,034	€409,920,170	€991,716.00
18/12/2008	Cancellation of shares	-553,408	81,430,626	€407,153,130	€54,762,509.87
05/01/2009	Exercise of options (2001-2004)	14,027	81,444,653	€407,223,265	€1,008,681.57
02/03/2009	Reimbursement of ORA	77	81,444,730	€407,223,650	€14,753.20
02/03/2009	Exercise of options (2001-2004)	86,952	81,531,682	€407,658,410	€6,188,602.80
20/04/2009	Exercise of options (2001-2004)	1,698	81,533,380	€407,666,900	€122,103.18
20/04/2009	Reimbursement of ORA	3,000,000	84,533,380	€422,666,900	€574,800,000.00
08/06/2009	Exercise of options (2001-2004)	9,013	84,542,393	€422,711,965	€408,589.94
08/06/2009	Reimbursement of ORA	107	84,542,500	€422,712,500	€20,501.20
25/06/2009	Company Savings Plan	25,919	84,568,419	€422,842,095	€2,302,903.15
22/07/2009	Exercise of options (2001-2004)	164,088	84,732,507	€423,662,535	€8,697,922.37
31/08/2009	Exercise of options (2001-2004)	34,955	84,767,462	€423,837,310	€2,062,070.42
31/08/2009	Reimbursement of ORA	3,570,003	88,337,465	€441,687,325	€670,250,491.00
30/10/2009	Exercise of options (2001-2004)	45,028	88,382,493	€441,912,465	€2,878,112.75
30/10/2009	Reimbursement of ORA	2,851,513	91,234,006	€456,170,030	€535,357,591.60
31/12/2009	Exercise of options (2002-2005)	28,961	91,262,967	€456,314,835	€2,112,437.94
31/12/2009	Reimbursement of ORA	1,582	91,264,549	€456,322,745	€297,016.60
01/03/2010	Exercise of options (2002-2005)	42,410	91,306,959	€456,534,795	€3,139,535.78

Note: Increases in the share capital associated with the exercise of options and ORA are taken into account on the date of the first meeting of the Board of Directors (until June 2007) or Management Board following such exercise.

III. SHARE CAPITAL AND VOTING RIGHTS

Ownership of capital and voting rights

The Group's share capital as at March 10, 2010, comprised of 91,314,381 fully paid-up shares with a nominal value of €5 each. One voting right is attached to each share.
Over 99% of the share capital is free floating.

The Company's shareholding structure has changed as follows over the last three years:

Owner	Year-end 2007			Year-end 2008			Year-end 2009			As at March 10, 2010		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Free float	81,402,337	99.56%	99.57%	81,090,117	99.56%	99.57%	90,788,525	99.47%	99.47%	90,843,453	99.48%	99.48%
Treasury shares	11,157	0.01%	0.00%	2,666	0.01%	0.00%	0	0.00%	0.00%	0	0.00%	0.00%
Executive and non-executive directors	127,997	0.16%	0.16%	126,982	0.15%	0.15%	239,473	0.26%	0.26%	239,573	0.26%	0.26%
Group Company Savings Plan	220,483	0.27%	0.27%	224,888	0.28%	0.28%	236,551	0.26%	0.26%	231,355	0.25%	0.25%

Pursuant to Article 13 of the Articles of Association, Supervisory Board members are required to own at least one share each. Article L.225-109 of the French Commercial Code provides that the shares owned by Supervisory Board and Management Board members must be registered shares. For details, please refer pages 174.

Ownership threshold disclosures between March 3, 2009[10] and March 10, 2010

To the best knowledge of the Company, the threshold shareholdings disclosed to the Company and/or the A.M.F. between March 3, 2009 and March 10, 2010 are as follows:

Owner	Number of shares	% of share capital as of 10/03/2010	Number of voting rights	% of voting rights as of 10/03/2010
Crédit Agricole Asset Management (number of shares based on a letter of March 23, 2009 sent to the Company by registered mail)	3,619,729	3.96%	3,619,729	3.96%
UBS (number of shares based on fax of April 17, 2009 sent to the Company)	651,315	0.71%	651,315	0.71%
Nikko Asset Management (number of shares based on a letter of May 11, 2009 sent to the Company by Citigroup)	563,969	0.61%	563,969	0.61%
Crédit Agricole SA (number of shares based on a letter of September 21, 2009 sent to the Company by registered mail by Crédit Agricole SA) including shares directly owned by PREDICA	1,830,344	2%	1,830,344	2%
PGGM (number of shares based on a letter of October 12, 2009 sent to the Company)	4,035,365	4.42%	4,035,365	4.42%
NOMURA Asset Management CO., LTD. (number of shares based of shares on a letter of November 5, 2009 sent at the Company – Notification November 2, 2009)	1,792,638	1.96%	1,792,638	1.96%
APG Asset Management (number of shares based on a fax of February 3, 2010 sent to the company)	6,898,155	7.55%	6,898,155	7.55%

As of March 10, 2010, there are19,684 outstanding redeemable bonds in Unibail-Rodamco SE shares (ORA) and 3,928,670 outstanding net share settled bonds convertible into new and /or existing shares (ORNANE) of Unibail-Rodamco SE.

To the best knowledge of the Company, there is neither a shareholders' agreement, nor any person or group of persons exercising or capable of exercising control over the Company.

Unibail-Rodamco SE's Supervisory Board and Management Board members and all other staff must comply with the Unibail-Rodamco SE Group Compliance Book (including Code of Ethics and Insider Trading Rules) with respect to the transactions of the Company's securities carried out in a personal capacity. In particular they must refrain from dealing in Unibail-Rodamco SE shares (or financial instruments associated with such securities) during the 30-day period preceding the publication of the annual and half-year results. The Company's Supervisory Board and Management Board members and certain employees, who by reason of their functions have access to insider information, are classified as permanent or temporary insiders within the meaning of Article 622-2 of the AMF's general rules and regulations.

(10) Threshold disclosures notified prior to March 3, 2009 can be viewed on the A.M.F. website and/or previous Company's annual reports available on its website.

IV. MANAGEMENT BOARD AND SUPERVISORY BOARD

1. Composition of the Management Board

Mr. Guillaume Poitrinal Chairman of the Management Board Chief Executive Officer of Unibail-Rodamco S.E. Born on December 22, 1967 French national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013	**Other current Functions and Mandates** • Chairman of the Supervisory Board of Rodamco Europe N.V. • Director of U&R Management B.V. • Vice Chairman of the Supervisory Board of Salon International de l'Alimentation (SIAL) S.A. • Director of Comexposium Holding and Viparis Holding • Permanent representative of Unibail-Rodamco Participations S.A.S. on the Supervisory Board of SEML Nouvelle du Parc du Futuroscope. Permanent representative of Société Civile du Forum des Halles and on the Board of Directors of SEMPARISEINE • Chairman of the European Public Real Estate Association (EPRA) and member of the French Fédération des Sociétés Immobilières et Foncières (FSIF) • Director of Pavillon de l'Arsenal • Member of the Ethics Committee of the MEDEF • Representative of Unibail-Rodamco on the Boards of Directors of l'Association pour la Formation Supérieure aux Métiers de l'Immobilier and Société Paris – Ile-de-France Capitale Économique **Previous Mandates during the last 5 years** • Chairman and CEO of Unibail S.A. • Chairman of the Board of Directors of Viparis-Porte de Versailles • Chairman of Groupe Exposium Holding S.A.S. and Doria S.A.S. • Director of Viparis – Palais des Congrès Paris • Representative of Unibail-Rodamco as the Chairman of the Comexposium Holding (ex. Comexposium SA) • Representative of Unibail-Rodamco on the Board of Directors of Unibail-Rodamco Finance (now Viparis Holding) • Representative of Doria S.A.S. as the manager of Financières 5 Malesherbes • Representative of Groupe Exposium Holding S.A.S. on the Board of Directors of Comexposium (ex Exposium) **CV** • Graduate from HEC Business School • Started his career at Morgan Stanley in London and Paris with the M&A and Corporate Finance departments • Joined Unibail in 1995
Mrs. Catherine Pourre Member of the Management Board Chief Resources Officer of Unibail-Rodamco S.E. Born on February 2, 1957 French national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013	**Other current Functions and Mandates** • Management Board member of Rodamco Europe N.V. • Director of U&R Management B.V. • Chairman and CEO of Société de Tayninh • Chairman of Doria S.A.S. and Unibail Management S.A.S. • Director of Comexposium Holding (ex Comexposium S.A.), Unibail-Rodamco Participations and Viparis Holding • Supervisory Board Member of Uni-Expos • Managing Director of Espace Expansion Immobilière **Previous Mandates during the last 5 years** • Executive Vice-President of Unibail S.A. in charge of Finance, Human Resources, IT, Legal and Property Engineering Departments, Member of the Executive Committee • Chairman and CEO of Unibail-Rodamco Finance (now Viparis Holding) • Deputy CEO of Société de Tayninh, Doria S.A.S. and Groupe Exposium Holding • Permanent representative of Groupe Exposium Holding on the Supervisory Board of Salon International de l'Alimentation (SIAL) S.A. and on the Board of Directors of Comexposium (previously Exposium) • Representative of Doria S.A.S. on the Boards of directors of Viparis-Porte de Versailles, Exposima and Intermat • Member of the Supervisory Board of SMP S.E. • Director of Comexposium (previously Exposium), of Européenne de Salons, of Expogestion, Viparis-Porte de Versailles, Viparis-Le Palais des Congrès de Paris **CV** • Graduate from ESSEC Business School • Degree in CPA (Certified Public Accountant) and Masters degree in Law (Université Catholique de Paris) • Started her career at PricewaterhouseCoopers and was a Partner there from 1989 to 1999 • Executive Director of Cap Gemini Ernst & Young France from 1999 until joining Unibail in 2002

Mr. Michel Dessolain Member of the Management Board Chief Operating Officer of Unibail-Rodamco S.E. Born on December 2, 1955 French national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013	**Other current Functions and Mandates** • Director of U&R Management B.V.,Rodamco Espana B.V., Rodamco Inversiones S.L.U., Rodamco Parques Commmerciales S.L.U., Rodamco Ocio S.L.U., Rodamco Levante S.L.U., Rodamco Vallsur S.L.U., Rodamco Garbera S.L., Rodamco Proyecto Badajoz S.L.U., Rodamco Benidorm S.L.U., Promociones Generales Rodamco S.L.U., Proyectos Immobiliaros New Visions S.L.U., Rodamco Europe Espana S.A.U., Unibail-Rodamco Steam S.L.U., Proyectos Inmobiliarios Time Blue S.L., Essential Whites S.L.U., Proyectos Inmobiliarios Time Blue S.L., Promociones Inmobiliarias Gardiner S.L.U. **Previous Mandates during the last 5 years** • General Manager of the Shopping Centre Division of Unibail Group, Member of the Executive Committee • Chairman and CEO of Société Foncière du 4-6 rue Louis Armand • Deputy CEO of Unibail Management S.A.S. • Chairman of Uni-Commerces S.A.S., of Espace Expansion SAS, Toison d'Or S.A.S. • Managing Director of Espace Coquelles, Immo-Limo and S.A.G.E **CV** • Masters Degree in Law and Graduate of Ecole Spéciale des Travaux Publics • Started his career with La Caisse des Dépôts et Consignations, then held international development positions for the retail company Habitat. • He joined Unibail in 1997 as Espace Expansion Deputy Managing Director
Mr. Bertrand Julien-Laferrière Member of the Management Board Chief Development Officer of Unibail-Rodamco S.E Born on May 17, 1958 French national First Mandate: September 1, 2008 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013	**Other current Functions and Mandates** • Chairman of Unibail-Rodamco Développement • Director of U&R Management B.V. • Deputy CEO of Unibail Management S.A.S. • Representative of Unibail Rodamco Development as Managing Director of SCI Aeroville **Previous Mandates during the last 5 years** • Chairman and CEO of CGW Gestion d'Actifs • CEO and Director of Bail Investissement Foncière S.A. • Director of AFILOG • Permanent representative of Bail Investissement Foncière on the board of Primabail S.A. • Permanent representative of Foncière des Régions on the boards of Altarea S.A. and Altapar S.A.S. • Director of private company BJL Investissement SARL • Member of the Board of Directors of Maison des Centraliens • Chairman of the Board of Directors of Secag Caraibes (France) and Club Med Gym (France) until 2004 • Chairman of Grand Hotel Parisien (France) and Loin (France) until 2004 • Vice-Chairman of the Board of Directors of Gregolimano Etable (Greece) until 2004 • Permanent representative of Club Méditerranée S.A. on the board of Carthago (Tunisia) until 2004 **CV** • Engineering degree from Ecole Centrale Paris, a Master of Science from UC Berkeley and a MBA from Insead • He held senior positions at CGW, Bail Investissement/Foncière des Régions, Club Méditerranée, Accor Hotels and Ricardo Bofill Architects
Mr. Peter van Rossum Member of the Management Board Chief Financial Officer of Unibail-Rodamco S.E. Born on May 31, 1956 Dutch national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013	**Other current Functions and Mandates** • Management Board Member of Rodamco Europe N.V. • Representative of the Unibail-Rodamco S.E. Permanent Establishment in The Netherlands • Director of Rodamco Europe Beheer B.V. and Rodamco Europe Finance B.V., Rodamco Europe Finance II B.V., Rodamco Central Europe B.V., Rodamco Austria B.V., Rodamco Czech B.V., Rodamco Eastern Europe Holding B.V., Rodamco Russia B.V., Rodamco Hungary B.V., Rodamco Deutschland B.V., Rodamco Project I B.V., Dotterzwaan B.V., Cijferzwaan B.V., U&R Management B.V., New Tower Real Estate B.V., Old Tower Real Estate B.V., Stichting Rodamco, Rodamco Nederland B.V., Rodamco España B.V. **Previous Mandates during the last 5 years** • CFO and Management Board member of Rodamco Europe N.V. • Board member of Rodamco Espana B.V. and Rodamco Nederland B.V. • Non-executive member on the Board of Woodside Petroleum in Australia, from 2004 to 2006 **CV** • Masters Degree in Business Economics at the Free University of Amsterdam • Chartered Accountant's degree at the Free University of Amsterdam • Built extensive experience over 24 years in financial positions with Shell in Europe, Middle East, United States and Asia, was Regional Finance Director for Shell's Exploration and Production business in Asia/Pacific. • Was CFO at NAM, the Dutch upstream joint venture between Shell and Exxon • Joined Rodamco Europe NV in 2006 as CFO

Mr. Jaap Tonckens Member of the Management Board General Counsel of Unibail-Rodamco S.E. Born on July 16, 1962 Dual American/Dutch national First Mandate: September 1, 2009 Mandate expires: AGM 2013	**Other current Function and Mandate** • Representative of the Unibail-Rodamco S.E. Permanent Establishment in The Netherlands **Previous Mandates during the last 5 years** • Managing Director at Endurance Capital, U.S.A. • Managing Director at Morgan Stanley, Leverage & Acquisition Finance, New York **CV** • Law Degree from Leiden University, The Netherlands • Masters Degree in Law from Emory University, Atlanta, U.S.A. • Started his career as an Associate with Shearman & Sterling L.L.P. in New York and Paris • Associate, Vice President and Executive Director at Morgan Stanley in London
Mr. Willem Ledeboer Member of the Management Board from June 26, 2007 until May 15, 2009 Born on April 25, 1954 Dutch national	**Previous Mandates during the last 5 years** • Chief Investment Officer of Unibail-Rodamco SA • Member of the Board of Directors of Rodamco France and Union Internationale Immobilière • Director of Rodamco Espana B.V., Rodamco Europe Beheer B.V., Stichting Rodamco B.V., Rodamco Nederland B.V., RRN Monumenten B.V., Rodamco Nederland Winkels B.V., Rodamco Central Europe B.V., Rodamco Austria B.V., Rodamco Czech B.V., Rodamco Eastern Europe Holding B.V., Rodamco Russia B.V., Rodamco Hungary B.V., Rodamco Deutschland B.V., Rodamco Project I B.V., Turbozwaan B.V., Dotterzwaan B.V., Cijferzwaan B.V., U&R Management B.V. • Director of Unibail-Rodamco Inversiones S.L.U., Unibail-Rodamco Parques Commmerciales S.L.U., Unibail-Rodamco Ocio S.L.U., Unibail-Rodamco Levante S.L.U., Unibail-Rodamco Vallsur S.L.U., Unibail-Rodamco Garbera S.L., Unibail-Rodamco Proyecto Badajoz S.L.U., Promociones Unibail-Rodamco Generales S.L., Proyectos Inmobiliaros New Visions S.L., Unibail-Rodamco Steam S.L.U., Proyectos Inmobiliarios Time Blue S.L., Essential Whites S.L.U., Promociones Inmobiliarias Gardiner S.L.U. • Chairman of Eurostop A.B., Piren A.B., Rodamco Centerpool A.B., Rodamco Expand A.B., Rodamco Holding A.B., Rodamco Management A.B., Rodamco Nova Lund 2 A.B., Rodamco Parkering A.B., Rodamco Solna Centrum A.B., Rodamco Tumlaren A.B., Rodamco Väsby Centrum A.B., Eurostop Holding A.B., Rodamco A.B., Rodamco Eneby A.B., Rodamco Garage A.B., Rodamco Invest A.B., Rodamco Nacka A.B., Rodamco Nova Lund 3 A.B., Rodamco Projekt A.B., Rodamco Täby A.B., Rodamco Tyresö Centrum A.B., Rodamco Northern Europe A.B., Rodamco Fisketorvet A.B., Rodamco Sverige A.B. • Chairman of Uni-Commerces S.A.S. (which is Chairman/Managing Director of 88 subsidiaries of Unibail-Rodamco S.A.) and Immobilière Lidice S.A.S. (which is Chairman/Managing Director of 36 subsidiaries of Unibail-Rodamco SA) • Director of Unibail-Rodamco Beteiligungsverwaltung GmbH, Shopping Center Plannungs-und Entwicklungs-gesellschaft mbH, Shopping Center Vösendorf Verwaltungs gesellschaft mbH, SCS Immobilien verwaltung GmbH, SCS Infrastruktur GmbH, SCS Motor City Süd Errichtungs gesellschaft mbH, SCS Liegenschaft sverwertung GmbH, Andraka Beteiligungs verwaltungs GmbH, Shopping City Süd Erweiterungsbau Gesellschaft mbH & Co Anlagenvermietung KG, SCS Werbegesellschaft mbH, Shopping Center Plannungs-und Entwicklungs-gesellschaft mbH & Co. Werbeberatung KG, Südpark Holding GmbH, Rodamco Central Europe GmbH, Donau-zentrum Besitz-und Vermietungs AG, Donauzentrum Betriebsführungs mbH, DX-Donauplex Betriebsgesellschaft mbH, Rodamco Deutschland GmbH • Director of N.V. Oostelijk Zwembad • Supervisory Board member of Rodamco CH1 Spzoo • CIO Asset Selection and Management Board member of Rodamco Europe N.V. • Director of Cooperwing B.V. • Board Member of RoProperty Holding B.V. • Chairman and CEO of Vertou Développement **CV** • Masters Degree in Law (Erasmus University) • Bachelors Degree in Business Administration (University of Delft) • Started his career as a solicitor with international law firm Nauta, specialising in bankruptcy law, joined Rodamco in 1986 as General Counsel • From 1989 to 1994, Executive Director for Rodamco in Australia. In 1994, became responsible for Rodamco's South East Asia portfolio development

2. Composition of the Supervisory Board

Mr. Robert van Oordt Chairman of the Supervisory Board Chairman of the Governance, Nomination & Remuneration Committee Attendance: SB 100% and GN&RC 100% Independent member Born on March 26, 1936 Dutch national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2012 Holds 50 U-R shares	**Other current Functions and Mandates** • Member of the Supervisory Board, Chairman of the Audit & Governance Committee and Member of the Nominating & Remuneration Committee of Draka Holding N.V. (listed foreign company) **Previous Mandates during the last 5 years** • Chairman of the Supervisory Board and Chairman of the Nominating & Governance Committee of Rodamco Europe N.V. (2001 until June 2007) • Member of the Board of Directors and Chairman of the Audit Committee of Nokia Corporation • Member Board of Directors and Chairman of the Audit Committee of S.A. Umicore N.V. • Member Board of Directors and Chairman of the Audit Committee of Fortis Bank S.A. / N.V. • Member Board of Directors, Chairman of the Business Practices Oversight Committee and member of the Nominating & Governance, Audit and Executive committees of Schering-Plough Corporation. Lead Director during 2008 **CV** • Masters Degree in Business Economics from the University of Amsterdam
Mr. François Jaclot Vice Chairman of the Supervisory Board Chairman of the Audit Commitee Attendance: SB 87.5% and Audit Committee 100% Independent member Born on May 1, 1949 French national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2010 Holds 35 U-R shares	**Other Current Functions and Mandates** • Director and CEO of Addax and Oryx Group (AOG; foreign company) • Chairman of the Board of Directors of SEREN, FACEO & Financière du Bois du Roi • Member of the Board of Directors of Axmin (listed foreign company) • Managing Director of FJ Consulting (foreign company) **Previous Mandates during the last 5 years** • Member Board of Directors of Unibail S.A. (2003 until June 2007) • CFO, then Senior Advisor of Inbev (ex Interbrew) **CV** • Graduate of ENA and the Institut d'études Politiques, Masters Degree in mathematics and graduate of the École Nationale de Statistiques et d'Administration Économique (ENSAE) • Treasury auditor (Inspecteur des Finances)
Mr. Frans Cremers Member of the Supervisory Board Member of the Audit Committee Attendance: SB 87.5% and Audit Committee 100% Independent member Born on February 7, 1952 Dutch national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2010 Holds 1 U-R share	**Other Current Functions and Mandates** • Vice Chairman of the Supervisory Board of Fugro N.V. (listed foreign company) • Member of the Supervisory Boards of NS N.V. (Dutch Railways; foreign company), Royal Vopak NV (listed foreign company), Luchthaven Schiphol N.V. (foreign company) and Parcom Capital B.V. (foreign company) • Member of the Capital Market Committee of the AFM • Member of the Committee investigating Fortis N.V. on behalf of the Enterprise Chamber of the Dutch High Court in Amsterdam **Previous Mandates during the last 5 years** • Supervisory Board member Rodamco Europe N.V. (end 2004 until June 2007) • CFO and member of the Executive Board of VNU N.V. (until end of 2004) **CV** • Masters Degree in Business Economics and a PhD in Business Finance from the Erasmus University (Rotterdam – NL) • He was active in Royal/Dutch Shell for 21 years in financial and commercial positions all over the world including Finance Director of Shell Expro UK
Mr. Jacques Dermagne Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Attendance: SB 100% and GN&RC 85.7% Born on November 28, 1937 French national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2010 Holds 75 U-R shares	**Other Current Functions and Mandates** • Chairman of the French Economic, Social and Environmental Council • Chairman of the French Committee for Expositions and Conventions • Member of the Supervisory Boards of Devanlay (Lacoste), Cetelem (BNP Paribas Personal Finance) and Rallye **Previous Mandates during the last 5 years** • Member Board of Directors of Unibail S.A. (1993 until June 2007) • Member of the Supervisory Boards of Optorg D.M.C. and France Convention **CV** • Masters Degree in Private Law

Mr. Robert ter Haar Member of the Supervisory Board Member of the Audit Committee Attendance: SB 100% and Audit Committee 100% Independent member Born on February 13, 1950 Dutch national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2011 Holds 50 U-R shares	**Other Current Functions and Mandates** • Chairman of the Supervisory Boards of Parcom Capital B.V. (foreign company) and VVAA Groep B.V. (foreign company) • Supervisory Board member of Royal FrieslandCampina N.V. (foreign company), Maxeda Retail Group B.V. (foreign company), Univar Inc. (foreign company) and B.V. Sperwer Holding (foreign company) **Previous Mandates during the last 5 years** • Supervisory Board member Rodamco Europe N.V. (end 2004 until June 2007) • CEO of Hagemeyer N.V. (until March 2004) • Chairman of the Supervisory Board of BGN B.V. • Chairman of the Executive Board of De Boer Unigro N.V. • Board member Household & Personal Care division Sara Lee/Douwe Egberts and General Manager at Molnlycke Nederland **CV** • Masters Degree in Commercial and Corporate Law
Mrs. Mary Harris Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Attendance: SB 100% and GN&RC 100% Independent Member Born on April 27, 1966 U.K. national First Mandate: April 29, 2008 Renewal of mandate: May 15, 2009 SB term expires : AGM 2012 Holds 100 U-R shares	**Other Current Functions and Mandates** • Member of the Supervisory Board and Audit Committee of TNT N.V. (listed foreign company) • Non-executive director and member of the Audit Committee of Sainsburys plc (listed foreign company) • Advisory Board member of Irdeto N.V. (foreign company) **Previous Mandates during the last 5 years** • Consultant and Partner at McKinsey & Co in London, Amsterdam, China and South East Asia **CV** • Masters Degree in Economics from Oxford University and a Masters Degree in Business Administration from Harvard Business School • She held positions at Pepsi Beverages, Goldman Sachs and at private equity/venture capital firms
Mr. Jean-Louis Laurens Member of the Supervisory Board Member of the Audit Committee Attendance: SB 75% and Audit Committee 100% Independent member Born on August 31, 1954 French national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2012 Holds 161 U-R shares	**Other current Functions and Mandates** • General Partner of Rothschild & Cie Gestion Paris **Previous Mandates during the last 5 years** • Member Board of Directors of Unibail S.A. (until 2007) • Chairman and CEO of AXA Investment Managers Paris and Deputy CEO of AXA Investment Managers • Member Board of Directors of AXA France Assurance • CEO of Robeco France and Global Head of Mainstream Investments of Robeco Group **CV** • Graduate of the École des Hautes Études Commerciales (HEC) • He has a Doctorate in Economics and a Masters Degree in Law
Mr. Yves Lyon-Caen Member of the Supervisory Board Member of the Audit Committee until March 9, 2009 Attendance: SB 75% and Audit Committee N/A Independent member Born on June 29, 1950 French national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2011 Holds 200 U-R shares	**Other Current Functions and Mandates** • Chairman of the Supervisory Board of Bénéteau S.A. • Chairman of the Supervisory Board of Sucres & Denrées **Previous Mandates during the last 5 years** • Member Board of Directors of Unibail S.A. (2005 until June 2007) • Member Board of Directors of Nexans S.A. (2005 to 2007) **CV** • Law graduate of the Institut d'Études Politiques and former student of the École Nationale d'Administration (ENA)

Mr. Henri Moulard Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Attendance: SB 100% and GN&RC 100% Independent member Born on May 2, 1938 French national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2011 Holds 3 U-R shares	**Other Current Functions and Mandates** • Chairman of Truffle Capital S.A.S. and HM & Associés S.A.S. • Director of Altlamed S.A. (foreign company), Involys S.A. (foreign company), Burelle S.A. (listed), Elf Aquitaine, Neuflize Vie and Compagnie Financiere Sainte-Colombe S.A.S. • Chairman of the Supervisory Boards of Dixence S.A.S. and Centuria Capital S.A.S. • Censor for Amundi Group • Censor and Chairman of the Risk Committee of LCL Crédit Lyonnais S.A. • Censor and Chairman of the Remuneration Committee of GFI Informatique S.A. (listed) • Censor and Chairman of the Audit Committees of Amundi S.A., Calyon S.A. and Crédit Agricole S.A. (listed) • Censor for Gerpro S.A.S. and permanent representative for Gerpro S.A.S. in Saproc S.A., Royal Hotel S.A. and Hoteliere de la Cote d'Azur S.A. **Previous Mandates during the last 5 years** • Member Board of Directors of Unibail S.A. (1998 until June 2007) • Chairman of the Supervisory Board of AWBank Europe • Member of the Board of Directors and the Audit Committee of Foncia • Member of the Board of Directors of AWBank (Morocco) and Attijari Bank (Tunis) • Chairman of the Nomination Committee and member of the Governance Committee of Française de Placements Investissements • Chairman of the Audit Committee of Crédit Agricole Asset Management (CAAM) • Director and member of the Audit Committee of GFI Informatique S.A. • Censor for Dietswell **CV** • Graduate of the Institut d'Etudes Politiques in Lyon, graduate in Private Law and holds a Post Graduate Professional Degree (DES) in Public Law
Mr. Bart Okkens Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Attendance: SB 100% and GN&RC 100% Independent member Born on July 23, 1941 Dutch national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2011 Holds 1 U-R share	**Other Current Functions and Mandates** • Chairman of the Supervisory Board of Esselink Groep B.V. (foreign company), Bornet Group Rotterdam B.V. (foreign company), Van Hoorn Holding B.V. (foreign company), Bergschenhoek Groep B.V. (foreign company) and the Boijmans van Beuningen Museum (foreign company) • Supervisory Board member of Stichting de Nationale Sporttotalisator (SNS; foreign company), Huisman Special Lifting Equipment Holding B.V. (foreign company) • Board member of Stichting RESERVE 1983 (foreign company), Stichting Continuiteit ICT (foreign company), Stichting Administratiekantoor J. Van Dyk (foreign company) and Stichting Administratiekantoor Golf Team Holland (foreign company) **Previous Mandates during the last 5 years** • Vice Chairman of the Supervisory Board of Rodamco Europe N.V. (April 2001 until June 2007) • Chairman of Stichting Oranje Fonds and Stichting Rotterdam Topsport **CV** • He holds a Masters Degree in Notarial Law from the Rijksuniversiteit in Utrecht • He was an independent legal advisor, former civil law notary in Rotterdam and Managing Partner at De Brauw Blackstone Westbroek N.V. • He held a number of senior professional positions, including Vice Chairman of the Royal Association of Civil Law Notaries and member of the Supervision of Notaries Chamber in Rotterdam
Mr. Alec Pelmore Member of the Supervisory Board Member of the Audit Committee Attendance: SB 100% and Audit Committee 100% Independent member Born on October 14, 1953 U.K. national First Mandate: April 29, 2008 Renewal of mandate: May 15, 2009 SB term expires: AGM 2012 Holds 500 U-R shares	**Other Current Functions and Mandates** Nil **Previous Mandates during the last 5 years** Nil **CV** • Degree in Mathematics from Cambridge University • He held positions as an equity investment analyst specialising in real estate companies mainly at Dresdner Kleinwort Benson and Merrill Lynch. With partner Robert Fowlds, his team was voted No.1 for real estate in Europe for 12 out of 13 years from 1995 to 2007

Mr. Jos Westerburgen Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Attendance: SB 87.5% and GN&RC 100% Independent member Born on June 29, 1942 Dutch national First Mandate: June 25, 2007 Renewal of mandate: May 15, 2009 SB term expires: AGM 2010 Holds 664 U-R shares	**Other Current Functions and Mandates** • Supervisory Board member and Chairman of the Remuneration Committee and the Selection and Nomination Committee of ASML Holding N.V. (listed foreign company) • Vice Chairman of the Board of the Association AEGON **Previous Mandates during the last 5 years** • Supervisory Board Member of Rodamco Europe N.V. (end 2004 until June 2007) • Member of the Supervisory Board of Unilever Nederland B.V. (until 2005) **CV** • Holds a Masters Degree in Tax Law from Leiden University • Began his career with the Dutch Ministry of Finance, reaching Director level • Later held the positions of Company Secretary and Head of Tax at Unilever N.V. and Unilever plc

3. Corporate Governance

Unibail-Rodamco SE has a two-tier governance structure with a Management Board and a Supervisory Board. There is a clear distinction between the different operational roles, responsibilities and related tasks assumed by the Management Board and the Supervisory Board.

The full details of the Company's corporate governance structure is set out in the Report of the Chairman of the Supervisory Board (see page 192).

3.1. Supervisory Board and its Committees

The Supervisory Board currently has twelve members. The Supervisory Board Chairman is Mr Robert van Oordt and the Vice-Chairman is Mr François Jaclot. The composition of the Supervisory Board reflects a strong commitment to the independence and expertise of its members and to the Company's European profile.

The Supervisory Board's role, responsibilities and related tasks are spelled out in part IV of the Company's Articles of Association and in a separate Supervisory Board Charter.

Unibail-Rodamco SE's Supervisory Board has formed two sub-committees focusing on specific aspects of its overall responsibility: the Audit Committee and the Governance, Nomination and Remuneration Committee (GN&RC). Each committee performs its duties under a specific Charter[11], which describes the Committee's role, responsibilities, organisation, and functioning. The Committees make recommendations and advise the Supervisory Board on the aspects of the Company's operations for which they are charged. The Supervisory Board is however, ultimately responsible for all the decisions and actions taken on the Committees' recommendations.

Audit Committee

The Audit committee, which is chaired by Mr. François Jaclot, was made up of five members in 2009 (the Chairman plus Messrs Cremers, ter Haar, Laurens and Pelmore)[12]. The Committee members have significant financial and accounting expertise.

All members of the Audit Committee are independent.

The Audit Committee specifically focuses on the Company's financial performance-related accounts, financing, auditing and associated risks. It examines and supervises the Company's publication of financial information. It also ensures the relevance and efficiency of the Group's accounting and financial standards, tax and funding policies and internal audit, risk-management and control procedures.

The Audit Committee deals with a number of recurring issues, such as interim and annual financial statements, internal control and risk management relating to liabilities and net asset value. In addition, the Committee may carry out specific examinations on its own initiative or at the request of the Supervisory Board. In addition to the regular contact that the Committee has with the Management Board and its Statutory Auditors, it is free to interview experts in particular fields (e.g. accounting, finance and audit managers) without members of the Management Board being present. The Committee has access to valuations carried out by independent appraisers.

(11) Available on the Company's website.
(12) Messrs Laurens and Pelmore were appointed to the Audit Committee in March 2009. Mr Lyon-Caen was a member up until March 9, 2009.

Governance, Nomination and Remuneration Committee

The GN&RC, which is chaired by Mr. Robert van Oordt, was made up of six members in 2009 (the Chairman plus Mrs Harris and Messrs Dermagne, Moulard, Okkens and Westerburgen[13]. All the GN&RC members are independent pursuant to the French Afep-Medef corporate governance code (Afep-Medef Code), except for Mr. Dermagne since his terms as a member of the Boards of Unibail SA, Unibail-Rodamco SA and Unibail-Rodamco SE, combined, exceed 12 years.[14]

The Committee examines and advises the Supervisory Board on: (a) the profile and selection criteria for the members of the Management Board and the Supervisory Board; (b) the Company's human resources policies and related remuneration policies; (c) the annual remuneration arrangements (fixed income, short-term incentive, long-term incentive and other benefits) of the CEO and the other members of the Management Board; (d) the scope, composition and functioning of the Management Board and the Supervisory Board; (e) the independence of the Supervisory Board members based on Afep-Medef Code and the Company's criteria under the Supervisory Board Charter; (f) the (re)appointment of members of the Management Board and/or the Supervisory Board; (g) the Group's corporate governance pratices and rules.

3.2. Management Board

The Management Board, the Company's collective decision-making body overseen by the Supervisory Board, is chaired by Mr. Guillaume Poitrinal, the Company's CEO. It consists of six members appointed by the Supervisory Board for a four-year term.

Management Board members are collectively in charge of and responsible for the day-to-day management of the Company. Fully empowered to act on behalf of the Company by the shareholders and by the Supervisory Board, the Management Board's duties include formulating and carrying out the Company's strategy, effectively structuring and staffing the organisation and achieving and properly reporting on the forecasted financial results.

The Management Board operates under its own Charter, and has assigned responsibilities for particular operational aspects of management to its individual members, based on clearly determined authority limits. The Management Board actively supervises the Company's internal audit program. The internal audit department reports to the CEO and, on a functional basis, to the Chairman of the Audit Committee.

Pursuant to the Afep-Medef Code, the Supervisory Board conducts a yearly assessment of the functioning of the Management Board (carried out in February 2010 for 2009).

3.3. Adhesion to the French Afep-Medef Corporate Governance Code

Under article L. 225-68 of the French Commercial Code, Unibail-Rodamco SE adheres to and enforces the Afep-Medef Code as published in consolidated form by Afep-Medef in December 2008, and adopts this code as its reference for corporate governance matters. As at the date of filing, the Group complies with all the code's principles. Compliance with the Afep-Medef Code is monitored by the GN&RC. This is discussed in further detail in the Report of Chairman of the Supervisory Board.

3.4. The Unibail-Rodamco Group's Compliance Book and Code of Ethics

To ensure the highest standards of governance the Group established a comprehensive Compliance Book in 2008, including (amongst other things) a Code of Ethics and insider trading rules. The Compliance Book applies to all the Group's employees and executive officers throughout the regions in which the Group operates.

The Code of Ethics[15] outlines the fundamental principles and values governing the Company and provides employees with rules and guidelines as to the behaviour they should adopt in their working environment, in particular:

- respect for human dignity, employees' work and non-discrimination,
- respect for law and regulations,
- loyalty, integrity, and avoidance of conflict of interests,
- ethical ways of doing business and anti-corruption measures,
- confidential information,
- operations on Unibail-Rodamco SE securities, including insider trading rules,
- use of Unibail-Rodamco SE's assets and services,
- respect for delegations of authority.

The Group Compliance Officer, appointed in 2008, monitors compliance with the Compliance Book. The Group Compliance Officer has a direct reporting line to the CEO and a functional reporting line to the Chairman of the Governance, Nomination and Remuneration Committee.

The insider trading rules contain procedures that must be followed regarding transactions in Company shares (or related financial instruments) or the shares or related financial instruments of its listed subsidiaries. There are also rules prohibiting trading in shares during closed periods (30-day period prior to the publication of the half-year and annual accounts).

(13) Mrs Harris and Mr Westerburgen were appointed to the GN&RC in March 2009.
(14) This is the sole criterion of the Afep-Medef Code with which M. Dermagne does not comply.
(15) Available on the Company's website.

Group employees must disclose details of their official positions (e.g. directorships) and must abstain from holding a position, performing duties or holding a financial interest in any of Unibail-Rodamco SE's competitors, clients, suppliers or business partners. Employees must alert the Company to any conflict of interest (including potential conflicts of interest), due to a direct or indirect personal interest.

As a signatory to the UN Global Compact, Unibail-Rodamco SE undertakes to promote the application of the fundamental values with respect to human rights, labour rights, the environment and anti-corruption.

4. Remuneration of Management Board and Supervisory Board members

4.1. Remuneration policy for members of the Management Board

The Governance, Nomination and Remuneration Committee (GN&RC), a review committee of the Supervisory Board which is described in detail in the Report of the Chairman of the Supervisory Board, held seven meetings in 2009. This committee is specifically instructed by the Supervisory Board to examine and report to the Supervisory Board on Management Board member remuneration matters. The GN&RC is also responsible for preparing Management Board member remuneration proposals comprising of Fixed Income (FI) and short term incentive (STI) based on performance in the previous year, long term incentive (LTI) in the form of stock options; the exercice of which is 100% performance based, and other benefits such as a company pension plan, company car, insurance etc. These proposals are reviewed in a totally independent manner by the Supervisory Board, which deliberates and votes on each of them.

In 2007, the Supervisory Board, on the recommendation of the GN&RC established the Management Board remuneration policy with the assistance of Towers Watson (ex Towers Perrin) as independent external advisors. This policy encompasses all components of the remuneration of Management Board members and establishes a balance between these components based on a comparative study of the practices of CAC40, AEX 25 companies and major European real estate companies and best corporate governance practices in remuneration matters. Performance criteria were clearly established or reinforced with regard to the determination of the variable part of the remuneration (STI) and the right to exercise granted stock options (LTI). The policy also sets maximum amounts for STI and LTI parts of the remuneration in relation to their fixed income, to ensure the reasonableness of the total compensation package. The Supervisory Board approved this policy which has been applied without modification since then and is detailed below for each member of the Management Board.

On October 10, 2008, the Supervisory Board considered the recommendations of the Afep-Medef on the remuneration of executive officers of French listed companies and agreed to apply these recommendations without exception from December 31, 2008[16].The content of these recommendations was confirmed and supplemented by the recommendation of the AMF which was published shortly thereafter. The application of these recommendations is monitored and evaluated on an on-going basis by the GN&RC and the Supervisory Board in close cooperation with the Management Board. The Company is fully compliant with these recommendations, with full effect from December 31, 2008. The CEO renounced his employment contract with the Company in accordance with these recommendations on December 31, 2008. Further, all non-CEO Management Board members with employment contracts voluntarily renounced their contracts in the course of 2009.

End 2009, the GN&RC engaged Towers Watson to conduct a formal benchmark of Management Board remuneration ("Benchmark"), i.e. a comparative study of the current practises of a panel of CAC40 companies, AEX 25 companies and major listed european real estate companies. Following the completion of the Benchmark, the publication of the accounts for financial year 2009 and an analysis of the performance of the Company and the Management Board members, the GN&RC made its recommendations to the Supervisory Board on this subject on March 9, 2010.

(16) Announced in a press release which was issued on November 17, 2008, and is available on the Company's website.

a) Details of the remuneration (before income tax and social security charges) of the members of the Management Board

Remuneration, stock options and shares allocated to Management Board members. Table n°1 AMF/Afep-Medef recommendations (before income tax and social security charges) in respect of the referred years

	G. Poitrinal Chief Executive Officer		M. Dessolain Chief Operating Officer		B. Julien-Laferrière Chief Development Officer		W. Ledeboer (A) Chief Investment Officer (till May 15, 2009)		C. Pourre Chief Resources Officer		P. van Rossum Chief Financial Officer		J. Tonckens General Counsel (since September 1, 2009)	
	Year 2008	Year 2009	Year 2008	Year 2009	Year 2008	Year 2009	Year 2008	Year 2009	Year 2008	Year 2009	Year 2008	Year 2009	Year 2008	Year 2009
Fixed income	€700,000	€700,000	€400,000	€400,000	€390,800	€400,000	€400,000	€350,109	€400,000	€400,000	€400,000	€400,000		€172,937
Short term incentive*	€344,595	€320,068	€210,000	€170,621	€223,000	€195,621	€140,000	€135,000	€190,000	€180,621	€190,000	€185,621		€101,874
Pension	€77,384	€73,415	€50,679	€47,842	€16,957	€48,972	€68,512	€73,188	€51,366	€48,031	€68,131	€66,863		€14,688,
Other benefits	€16,578	€16,729	€12,929	€15,025	€8,515	€14,520	€15,148	€17,117	€12,845	€13,060	€15,001	€15,060		€630
Attendance fees	€0	€0	€0	€0	€0	€0	€0	€0	€0	€0	€0	€0		€0
Remuneration due in respect of the Financial year	**€1,138,557**	**€1,110,212**	**€673,608**	**€633,488**	**€639,272**	**€659,113**	**€623,660**	**€575,414**	**€654,211**	**€641,712**	**€673,132**	**€667,544**		**€290,129**
Evolution 2009 vs 2008 in %		-2.5%		-6.0%		3.1%		-7.7%		-1.9%		-0.8%		n/a
Stock options IFRS valuation allocated during the financial year (detailed in table n°4)	**€510,000**	**€325,000**	**€255,000**	**€162,500**	**€255,000**	**€162,500**	**€255,000**	**€162,500**	**€255,000**	**€162,500**	**€255,000**	**€162,500**		**€0**
Evolution 2009 vs 2008 in %		-36.3%		-36.3%		-36.3%		-36.3%		-36.3%		-36.3%		n/a
TOTAL	**€1,648,557**	**€1,435,212**	**€928,608**	**€795,988**	**€894,272**	**€821,613**	**€878,660**	**€737,914**	**€909,211**	**€804,212**	**€928,132**	**€830,044**		**€290,129**
Evolution 2009 vs 2008 in %		-12.9%		-14.3%		-8.1%		-16.2%		-11.5%		-10.6%		n/a

** Short Term incentive indicated in column «Year N» is Short Term incentive due in respect of Year N and paid in Feb/March Year N+1*
(A) Mr Ledeboer was a member of Unibail-Rodamco MB up to the end of his mandate May 15, 2009.
In addition to the figures above. Mr ledeboer was paid:
1. € 180.000 for accrued hollidays entitlements over the 5 previous years in accordance with Dutch Labour law
2. € 630.000 as a severance payment for terminating his 23 years old indefinite term employment agreement

Remuneration of the Chairman of the Management Board and Chief Executive Officer

The amount of the gross fixed annual income of the Chairman of the Management Board was fixed by the Supervisory Board on June 26, 2007 at €700,000. This amount is before income tax and social security charges. This amount remained unchanged in 2009. The Supervisory Board, at its meeting of March 9, 2010, decided, on the recommendation of the GN&RC, to increase this amount to €800,000 starting January 1, 2010 acknowledging the Benchmark finding that the Chairman of the Management Board's fixed income is below the reference panel medians. This represents an increase of 9% of 2009 total direct remuneration, i.e., an increase of 2.9% per annum in annualised terms to be compared to an annual increase salaries of 4.1% in average on a like-for-like basis for the entire Group for the same period.

According to the Management Board remuneration policy approved by the Supervisory Board on June 26, 2007, the short-term incentive (STI) of the Chairman of the Management Board due in respect of financial year 2009 is determined according to the achievement of quantitative targets in financial year 2009 and calculated according to a formula that takes into consideration the following key performance indicators:

- the recurring net profit and recurring EPS growth above inflation; and
- the value creation during the period, measured by the growth (above inflation) of the net asset value per share plus dividends distributed over the same period.

The amount of STI for the Chairman of the Management Board is capped at 150% of his fixed income.

The application of the formula in respect of the financial year 2009 resulted in an STI for the Chairman of the Management Board of €320,068. This is a decrease of 7.11% compared to the STI paid in respect of financial year 2008, and a decrease of 65.3% compared to STI paid in respect of financial year 2007; essentially, as a result of the reduction in net asset value per share over the year (one of Unibail-Rodamco SE's two main key performance indicators) and despite the strong 7% increase in recurring net results over the same period.

The Supervisory Board, on March 9, 2010, decided on the recommendation of the GN&RC, to uphold the current STI policy.

The Chairman of the Management Board benefits from the Company's defined contribution pension scheme for a contribution of €73,415 in 2009. He does not benefit from any defined benefit pension scheme (retraite chapeau Art 39) (for full details, see page 172). He also benefits from a company car, a health and life mutual insurance and unemployment contribution (GSC type). The Chairman of the Management Board is eligible for the Company Savings Plan.

The Chairman of the Management Board does not benefit from the profit-sharing scheme (intéressement et participation). He does not benefit from any contractual severance package or from any contractual indemnification clause in relation to non-competition provisions. In accordance with Afep-Medef recommendations as of December 31, 2008, the Chairman of the Management Board has no employment contract *(contrat de travail)*.

Overall, including long term incentives for 2008 and 2009, the total compensation of Mr. G. Poitrinal in 2009 has decreased by 12.9%. There was no attribution of performance shares (actions de performance) in 2009.

Remuneration of the other members of the Management Board

The amount of the gross fixed annual income of the other members of the Management Board was fixed by the Supervisory Board at €400,000 on June 26, 2007. This amount has remained unchanged since then. The Supervisory Board, at its meeting of March 9, 2010, decided, on the recommendation of the GN&RC, to increase the fixed income to €440,000, starting January 1, 2010 acknowledging the Benchmark finding that the Management Board members' fixed income is below the reference panel medians. This represents an increase of 6 to 6.3% of total 2009 direct remuneration, i.e., an increase of 1.96% to 2.10% per annum in annualised terms to be compared to an average annual increase of 4.10% on a like-for-like basis for the entire Group salaries for the same period.

According to the Management Board remuneration policy approved by the Supervisory Board on June 26, 2007, the short-term incentive (STI) of the other members of the Management Board due in respect of financial year 2009 is determined according to the achievement of two sets of objectives:

i. Quantitative targets capped at 50% of fixed income and calculated according to a formula that takes into consideration two key performance indicators:

- the recurring net profit and recurring EPS growth above inflation;
- the creation of value during the period, measured by the growth above inflation of the net asset value per share, plus dividends distributed over the same period; and

ii. Qualitative targets capped at 50% of fixed income, which are defined by the GN&RC (based on proposals received from the CEO), discussed with each Management Board member, approved by the GN&RC/Supervisory Board, and accepted by each Management Board member at the beginning of each calendar year.

In application of this policy, the STI of the other Management Board members as at December 31, 2009, in respect of financial year 2009, was fixed by the Supervisory Board at the levels indicated in the above table on the basis of proposals received from the GN&RC and the Chairman of the Management Board. These figures have decreased by 2.3% to 18.7% compared to the STI paid to Management Board members in respect of the financial year 2008 and by 20.7% to 49% compared to the STI paid in respect of financial year 2007.

The Supervisory Board, on March 9, 2010, decided on the recommendation of the GN&RC, to uphold the current STI policy.

The other members of the Management Board have the benefit of a company car, the Company's health and life mutual insurance as well as an unemployment contribution (GSC type for French members), as well as the benefit of the Company's supplementary pension plan (for details, see p. 172-173). They also can subscribe to the Company Savings Plan.

The other members of the Management Board do not benefit from the profit-sharing scheme (intéressement et participation). They do not benefit from any contractual severance package or from any contractual indemnity clause in relation to non-competition provisions. Even though it is not an Afep-Medef Code requirement, the other Management Board members have renounced to their employment contracts *(contrats de travail)*, in the course of 2009.

Pursuant to the AMF recommendations of December 22, 2008 and the Afep-Medef recommendations of November 2008 concerning the compensation of executive officers of listed companies, the tables on pages 172-173 present:

- gross remuneration received in respect of the financial years 2008 and 2009, i.e. including short term incentive due in respect of financial year N and paid in Year N+1 after the publication of the results of financial year N; and
- gross remuneration paid during 2008 and 2009 respectively, i.e. including the short term incentive that was paid in Year N accrued in respect of the previous year.

On the conversion of the Company into a European Company on May 15, 2009, Mr. W. Ledeboer (previously Chief Investment Officer) stepped down from the Management Board. On September 1, 2009, Mr. J. Tonckens was appointed member of the Management Board, as General Counsel.

Details of the remuneration (before income tax and social security charges) of each Management Board member (Table n°2 of AMF/ Afep-Medef recommendations)

	Financial year 2008		Financial year 2009	
Mr. Guillaume Poitrinal Chairman of the Management Board and Chief Executive Officer	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€700,000	€700,000	€700,000	€700,000
Short term incentive	€344,595	€923,333	€320,068	€344,595
Pension	€77,384	€77,384	€73,415	€73,415
Other benefits	€16,578	€16,578	€16,729	€16,729
Total direct cash remuneration	**€1,138,557**	**€1,717,295**	**€1,110,212**	**€1,134,739**
LTI - stock options allocated IFRS valuation	€510,000	€510,000	€325,000	€325,000
TOTAL	**€1,648,557**	**€2,227,295**	**€1,435,212**	**€1,459,739**

	Financial year 2008		Financial year 2009	
Mr. Michel Dessolain Chief Operating Officer	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€400,000	€400,000	€400,000	€400,000
Short term incentive	€210,000	€335,000	€170,621	€210,000
Pension	€50,679	€50,679	€47,842	€47,842
Other benefits	€12,929	€12,929	€15,025	€15,025
Total direct cash remuneration	**€673,608**	**€798,608**	**€633,488**	**€672,867**
LTI - stock options allocated IFRS valuation	€255,000	€255,000	€162,500	€162,500
TOTAL	**€928,608**	**€1,053,608**	**€795,988**	**€835,367**

	Financial year 2008		Financial year 2009	
Mr. Bertrand Julien-Laferrière Chief Development Officer (since September 1, 2008)	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€390,800	€390,800	€400,000	€400,000
Short term incentive	€223,000	€30,000	€195,621	€223,000
Pension	€16,957	€16,957	€48,972	€48,972
Other benefits	€8,515	€8,515	€14,520	€14,520
Total direct cash remuneration	**€639,272**	**€446,272**	**€659,113**	**€686,492**
LTI - stock options allocated IFRS valuation	€255,000	€255,000	€162,500	€162,500
TOTAL	**€894,272**	**€701,272**	**€821,613**	**€848,992**

	Financial year 2008		Financial year 2009	
Mrs. Catherine Pourre Chief Resources Officer	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€400,000	€400,000	€400,000	€400,000
Short term incentive	€190,000	€330,000	€180,621	€190,000
Pension	€51,366	€51,366	€48,031	€48,031
Other benefits	€12,845	€12,845	€13,060	€13,060
Total direct cash remuneration	**€654,211**	**€794,211**	**€641,712**	**€651,091**
LTI - stock options allocated IFRS valuation	€255,000	€255,000	€162,500	€162,500
TOTAL	**€909,211**	**€1,049,211**	**€804,212**	**€813,591**

	Financial year 2008		Financial year 2009	
Mr. Peter van Rossum Chief Financial Officer	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€400,000	€400,000	€400,000	€400,000
Short term incentive	€190,000	€234,200	€185,621	€190,000
Pension	€68,131	€68,131	€66,863	€66,863
Other benefits	€15,001	€15,001	€15,060	€15,060
Total direct cash remuneration	**€673,132**	**€717,332**	**€667,544**	**€671,923**
LTI - stock options allocated IFRS valuation	€255,000	€255,000	€162,500	€162,500
TOTAL	**€928,132**	**€972,332**	**€830,044**	**€834,423**

	Financial year 2008		Financial year 2009	
Mr Jaap Tonckens General Counsel (since September 1, 2009)	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	n.a.	n.a.	€172,937	€172,937
Short term incentive	n.a.	n.a.	€101,874	€0
Pension	n.a.	n.a.	€14,688	€14,688
Other benefits	n.a.	n.a.	€630	€630
Total direct cash remuneration	**n.a.**	**n.a.**	**€290,129**	**€188,255**
LTI - stock options allocated IFRS valuation	n.a.	n.a.	€0	€0
TOTAL	**n.a.**	**n.a.**	**€290,129**	**€188,255**

	Financial year 2008		Financial year 2009	
Mr. Willem Ledeboer Chief Investment Officer (till May 15, 2009)*	Amount due for 2008	Amount settled in 2008	Amount due for 2009	Amount settled in 2009
Fixed income	€400,000	€400,000	€350,109	€350,109
Short term incentive	€140,000	€234,200	€135,000	€140,000
Pension	€68,512	€68,512	€73,188	€73,188
Other benefits	€15,148	€15,148	€17,117	€17,117
Total direct cash remuneration	**€623,660**	**€717,860**	**€575,414**	**€580,414**
LTI - stock options allocated IFRS valuation	€255,000	€255,000	€162,500	€162,500
TOTAL	**€878,660**	**€972,860**	**€737,914**	**€742,914**

** Amounts presented for full years 2008 and 2009.*
Mr Ledeboer was a member of Unibail-Rodamco MB up to the end of his mandate May 15, 2009.
In addition to the figures above, Mr Ledeboer was paid:
1. € 180,000 for accrued holidays entitlements over the 5 previous years in accordance with Dutch Labour law
2. € 630,000 as a severance payment for terminating his 23 years old indefinite term employment agreement

b) Details of long term incentive in the form of stock options granted to or exercised by the members of the Management Board

• Details of Long Term Incentive in the form of stock-options granted to the members of the Management Board during the financial year 2009 (Art. L.225-184 of the French Commercial Code)

The total number of stock options issued on March 13, 2009, is 735,450 stock options, representing 0.78% of the share capital at the date of this allocation. After the application of the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009, the number of stock options was 750,023. This allocation was for the benefit of 305 staff and executive officers, representing 18% of the total staff of the Group. For information, employees of the Group in France also benefit from a profit-sharing scheme and from the Company Savings Plan which gives access to shares in the Company at a discount of 20% of the share price as well as a top up contribution from the Company (cf page 140 of the present annual report).

All stock options granted in 2009 (Plan n°5 Performance) are without any discount and are subject to a performance condition i.e. the right to exercise stock options is conditional on Unibail-Rodamco SE's overall stock market performance outperforming the EPRA benchmark index over the reference period i.e. the period between the grant date and the last trading date before the recipient exercises the options. Stock options may be exercised at the end of the fourth year at the earliest and at the end of the 7th year at the latest. In this regard, the following points should be noted:

(i) Unibail-Rodamco SE's overall stock market performance is defined as the variation in Unibail-Rodamco SE's share price during the reference period, with all gross interim and final distributions reinvested on the date of their payment[17].

(ii) the performance of the European Public Real Estate Association Index (EPRA Index) is defined as the variation in the EPRA Euro Zone Total Return index during the reference period. This index comprises the leading property stocks in the euro zone. This is a "total return" index which includes distributions paid. The gross distribution figures included in the calculation of Unibail-Rodamco SE's overall stock market performance are those published by Bloomberg, which serve as the basis for the EPRA index.

(iii) The economic value (as accounted under IFRS in the Group consolidated accounts) of the total amount of stock options to be granted to Management Board members ranges between 0% and 150% of their fixed income based on a qualitative discretionary evaluation by the GN&RC and the Supervisory Board (based on proposals received from the CEO for other members of the Management Board).

(iv) For stock options granted in 2007[18] and later, all Management Board members must keep a personal investment in Unibail-Rodamco SE shares, equivalent to 30% of the capital gain (net of tax) on the date of exercise of the stock options granted, until they leave the Company. This rule applies up to Unibail-Rodamco SE shares with a value equivalent to two years' fixed income or the equivalent to three years' fixed income for the CEO. The rule applies to shares acquired in respect of Unibail-Rodamco SE stock option plans from which Management Board members have benefited.

On the recommendation of the GN&RC, on March 9, 2009, the Supervisory Board decided that the grant of options to the top six executives, including the CEO, as a whole will not exceed 25% and the grant of stock options to the CEO will not exceed 8% of the total number of options granted.

Management Board members are formally prohibited from using hedging instruments to cover options and shares that are owned as a result of exercising stock options.

The allocation of stock options to Management Board members is detailed in the following table in the format recommended by the AMF and the Afep-Medef. The 2009 grant to Management Board members has decreased by 36.3% in value in comparison to 2008.

(17) Including all amounts returned to the shareholders.
(18) Supervisory Board decision pursuant to section L. 225-185 of the French Commercial Code.

Share subscription or purchase options granted during the financial years 2008 and 2009 (Table n°4 of AMF/Afep-Medef recommendations)

Plan Number	Plan n° 5 performance		Plan n° 5 performance		
Date of grant	**October 23, 2008**		**March 13, 2009**		
Exercise period	Oct. 23, 2012 to Oct. 23, 2015		March 13, 2013 to March 12, 2016		
Exercise Price per stock option	€130.27*		€99.42*		
IFRS valuation per stock option**	€8.5		€6.5		
Type of stock options	Share subscription or purchase stock options subject to performance conditions and with no discount		Share subscription or purchase stock options subject to performance conditions and with no discount		
Names of MB member	Number of stock options granted*	IFRS valuation of stock options granted	Number of stock options granted*	IFRS valuation of stock options granted	Variation 2009 vs 2008
Mr. G. Poitrinal Chief Executive Officer	60,000	€510,000	50,000	€325,000	-36.3%
Mr. M. Dessolain Chief Operating Officer	30,000	€255,000	25,000	€162,500	-36.3%
Mr. B. Julien-Laferrière Chief Development Officer	30,000	€255,000	25,000	€162,500	-36.3%
Mrs. C. Pourre Chief Resources Officer	30,000	€255,000	25,000	€162,500	-36.3%
Mr. P. van Rossum Chief Financial Officer	30,000	€255,000	25,000	€162,500	-36.3%
Mr. J. Tonckens General Counsel (since September 1, 2009)	n.a.	n.a.	n.a.	n.a.	n.a.
Mr. W. Ledeboer Chief Investment Officer (till May 15, 2009)	30,000	€255,000	25,000	€162,500	-36.3%

** At the date of grant and before taking into account the adjustment applied on July15, 2009.*
*** Valuation carried out by the independant external advisors Towers Watson (ex Towers Perrin) for the purpose of accounting under IFRS in the consolidated financial statements, using a Monte Carlo model.*

• Details of stock options granted to the members of the Management Board during the financial year 2010 (Art. L.225-184 of the French Commercial Code)

In accordance with Afep-Medef recommendations, on December 11, 2008, the Supervisory Board of Unibail-Rodamco SE, on the recommendation of the GN&RC, decided that from 2009 the annual allocation of stock options should be advanced from October to March, shortly after the publication of the financial results for the previous year. For more details, refer to page 155.

As a result, on March 10, 2010, a total of 778,800 stock options, representing 0.82% of the fully diluted share capital, were allocated. All stock options granted in 2010 (Plan n°6 Performance – see page 155 for full details) have the same characteristics as the stock options allocated in 2009 i.e. there is no discount on the share price and they are subject to the same performance conditions. Allocations to Management Board members are subject to the same conditions as in 2009 as referred to above and as shown in the following tables. On March 9, 2010, the Supervisory Board acknowledged the Benchmark finding that the Management Board members' long term incentive is well below the reference panel medians.

Share subscription or purchase options granted during the financial year 2010
(Table 4 of AMF/Afep-Medef recommendations)

Plan Number	Plan n° 6 performance	
Date of grant	**March 10, 2010**	
Exercise period	March 10, 2014 to March 9, 2017	
Exercise Price per stock option	€148.32	
IFRS valuation per stock option*	€8.67	
Type of stock options	Share subscription or purchase options subject to performance conditions and with no discount	
Names of MB member	Number of stock options granted	IFRS valuation of stock options granted
Mr. G. Poitrinal Chief Executive Officer	50,000	€433,500
Mr. M. Dessolain Chief Operating Officer	25,000	€216,750
Mr. B. Julien-Laferrière Chief Development Officer	25,000	€216,750
Mrs. C. Pourre Chief Resources Officer	25,000	€216,750
Mr. P. van Rossum Chief Financial Officer	25,000	€216,750
Mr. J. Tonckens General Counsel	40,000	€346,800

** Valuation carried out by the independant external advisors Towers Watson (ex Towers Perrin) for the purpose of accounting under IFRS in the consolidated financial statements, using a Monte Carlo model.*

• *Details of stock-options exercised by the members of the Management Board during the financial year 2009 (Art. L.225-184 of the French Commercial Code)*

(Table n°5 of AMF/Afep-Medef recommendations)

Stock options exercised by the Management Board Member	Plan number Tranche year and date	Number of stock options exercised for the financial year	Exercise price
Mr. M. Dessolain	Plan n°2 - Tranche 2001- 9/10/2001	2,000	€41.99/stock option
		2,528	€41.17/stock option*
	Plan n°2 - Tranche 2002 - 9/10/2002	16,000	€46.62/stock option
	Plan n°3 - Tranche 2003 - 15/10/2003	19,089	€53.88/stock option
	Plan Performance n° 3 - Tranche 2003 - 15/10/2003	6,363	€53.88/stock option
	Plan n°3 - Tranche 2004 - 13/10/2004	13,363	€76.91/stock option
	Plan Performance n°3 - Tranche 2004 - 13/10/2004	4,455	€76.91/stock option
Mrs. C. Pourre	Plan n°3 - Tranche 2003 - 15/10/2003	49,535	€53.88/stock option
	Plan Performance n°3 - Tranche 2003 - 15/10/2003	1,856	€53.88/stock option

** After taking account the adjusment applied on July 15, 2009.*

c) Details of performance shares allocated or which become available to each member of the Management Board during the financial year 2009 (Art. L.225-194-4 of the French Commercial Code)

(Table n°6 of AMF/Afep-Medef recommendations)

Performance Shares allocated during the financial year to each Board Members	Plan number and date	Numbers of Shares allocated by financial year	Shares valuation according to the reserved method for consolidated financial statements	Acquisition date	Availability date	Performance criteria
NO ALLOCATION						

(Table n°7 of AMF/Afep-Medef recommendations)

Performance shares available for the Board Members	Plan number and date	Numbers of shares became available during the financial year	Acquisition criteria
NONE			

Performance shares become available after a 4-year period (i.e.a 2-year acquisition period + a 2-year retention period) as from date of allocation.

d) Number of Unibail-Rodamco SE shares/stock options/performance shares held on March 10, 2010 (including stock options granted on March 10, 2010) by members of the Management Board (Art. 17 of Annex 1 of Regulation EC 809/2004)

Names of the Management Board members	Unibail-Rodamco SE shares owned	Stock options non exercised	Performance shares locked up in retention period
Mr. G. Poitrinal	99,465	343,942	4,796
Mr. M. Dessolain	71,656	140,260	500
Mr B. Julien-Laferrière	154	96,400	-
Mrs. C. Pourre	59,551	137,200	1,261
Mr. P. van Rossum	250	116,800	-
Mr J. Tonckens	100	40,000	-

e) Information required by the AMF on the situation of members of the Management Board (Table 10 Recommendation AMF)

The CEO's contract was terminated in accordance with the Afep-Medef recommendations on Dec 31, 2008. Subsequently, the Management Board decided to go beyond the Afep-Medef recommendations by terminating all existing Management Board member employment contracts in the course of 2009.

The supplementary pension plans that are in place for the members of the Management Board reflect the Franco-Dutch character of the Group and the fact that normal practices and standards in The Netherlands can differ from those in France. For this reason, the Management Board benefits from the Dutch supplementary pension plan, in accordance with Dutch practice, connected to their activities in The Netherlands.

	Employment contract		Additionnal pension scheme		Contractual severance package		Severance related to non-competition clause	
	YES	NO	YES	NO	YES	NO	YES	NO
Mr. G. Poitrinal Chief Executive Officer Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x	x			x		x
Mr. M. Dessolain Chief Operative Officer Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x since 01/11/09	x			x		x
Mr. B. Julien-Laferrière Chief Development Officer Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x since 01/11/09	x			x		x
Mrs. C. Pourre Chief Resources Officer Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x since 01/11/09	x			x		x
Mr. P. van Rossum Chief Financial Officer Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x since 07/10/09	x			x		x
Mr. J. Tonckens General Counsel Beginning of mandate: September 1, 2009 End of mandate: AGM 2013		x	x			x		x
Mr. K.W. Ledeboer Chief Investment Officer Beginning of mandate: June 26, 2007 **End of mandate:** **May 15, 2009**	x		x			x		x

The CEO benefits from the Company's supplementary pension plan (defined contribution part exclusively). The level of pension contribution for 2009 is included in "Pension" lines of tables 1 and 2 above. He does not benefit from any defined benefit pension scheme (retraite chapeau Art 39).

In respect of the supplementary pension plan, all Management Board members benefit from the defined contributions plan within the framework of the Company's supplementary pension plan.

In common with all Dutch employees, Mr P. van Rossum is also eligible for a defined benefit plan. This defined benefit pension at retirement will be equal to 1.8421% of his last pensionable salary for each year of service with the Company. In 2009, the pensionable salary is the base salary limited to €51,215 minus an offset of €15,024. Mr. Peter van Rossum joined the Company in 2006.

Mr. K. Willem Ledeboer stepped down from the Management Board on May 15, 2009.

All pension contributions for 2009 are included in "Pension" lines of tables 1 and 2 above.

All costs related to pension are shown on page 143 of the present Registration Document.

On March 9, 2010 the Supervisory Board noted the findings of the Towers Watson benchmark and acknowledged the fact that the current pension coverage for the CEO and other Management Board members is well below the median of the panel companies. However, on the recommendation of the GN&RC, the Supervisory Board decided, taking into account the needed and approved evolution of the Fixed Income, not to amend the pension arrangements this year while recognising that this issue should be adressed in the future to ensure that the Management Board' remuneration remains competitive.

4.2. Remuneration of members of the Supervisory Board

a) Remuneration of the Chairman of the Supervisory Board

In view of the Chairman of the Supervisory Board's duties, the Supervisory Board in its meeting of 9 March, 2009 set the total gross remuneration of the Chairman of the Supervisory Board, who is also the Chairman of the Governance, Nomination and Remuneration Committee, at €130,000 on an annual basis, effective from January 1, 2009. This remuneration is all inclusive and is paid separately and in addition to the general envelope fixed by the General Meeting. This remuneration arrangement will be maintained for the Chairman of the Supervisory Board in 2010.

b) Fees of the other members of the Supervisory Board

The total annual amount of the fees allocated to the Supervisory Board members, fixed by the General Meeting on May 14, 2009, is €875,000 (identical to the amount fixed by the previous General Meeting on May 21, 2007). The fees to be paid to each individual Supervisory Board member were fixed by the Supervisory Board during its May 14, 2009 meeting and amended on February 8, 2010 as detailed below.

• Supervisory Board fees for 2009:
The annual Supervisory Board fee remained at €52,000 per member (comprising a fixed portion of 75% and a variable portion of 25%, allocated according to member attendance). The fixed portion was paid quarterly and the variable portion was paid at year-end. The Vice Chairman of the Supervisory Board was paid a supplementary fee of €15,000 for his services. An additional fee of €1,350 per day was paid to Supervisory Board members attending a meeting of the Supervisory Board and/or a Supervisory Board and a committee meeting held outside their country of residence.

• Supervisory Board Committee fees for 2009:
The annual fee for Audit Committee and GN&RC members was maintained at €10,000. The Chairman of the Audit Committee was paid a supplementary fee of €10,000 for his services. An additional fee of €1,350 was paid to members attending a Supervisory Board committee meeting and/or a Supervisory Board committee meeting and a Supervisory Board meeting held outside their country of residence. Pursuant to the Supervisory Board decision of February 8, 2010, following a recommendation Afep-Medef in this respect, as of January 2010, 25% of the annual committee fee will become a variable fee, allocated according to attendance at committee meetings.

Annual fees paid in the fiscal years 2008 and 2009(1)		
Supervisory Board Members	Fees year 2008	Fees year 2009
Mr. Frans Cremers(2)	€67,125.00	€69,825.00
Mr. Jacques Dermagne	€63,350.00	€64,700.00
Mr. François Jaclot	€88,350.00	€96,175.00
Mr. Robert ter Haar(2)	€70,100.00	€72,800.00
Mrs. Mary Harris(2)(3)	€73,100.00(4)	€68,950.00
Mr. Yves Lyon Caen	€60,100.00	€52,600.00
Mr. Jean-Louis Laurens	€53,350.00	€57,600.00
Mr. Henri Moulard	€61,725.00	€63,350.00
Mr. Bart Okkens(2)	€68,750.00	€74,150.00
Mr. Alec Pelmore(2)(3)	€75,800.00(5)	€70,300.00
Mr. Jos Westerburgen(2)	€58,750.00	€67,325.00
Total SB members (excluding SB Chairman)	**€740,500.00**	**€757,775.00**

Annual remuneration of the Supervisory Board Chairman in the fiscal years 2008 and 2009		
Mr. Robert van Oordt(2)	€127,800.00(1)	€130,000.00

(1) Including the out of country fees, if any.
(2) Before deduction by Unibail-Rodamco SE of a 25% withholding tax, where applicable.
(3) Appointed by the AGM on April 29, 2008.
(4) Including an extra SB fee of €30,050 for a special SB project.
(5) Including an extra SB fee of €30,400 for a special SB project.

5. Prospectus regulations - negative declaration

To the best knowledge of the Company, the Management Board and Supervisory Board members are not subject to the situations and restrictions referred to in article 14 of Annex 1 of the Regulation (EC 809/2004).

V. OTHER INFORMATION

1. Details of top ten stock options grants and top ten exercises (excluding Executive Officers) during the Financial year 2009 (Art. L.225-184 of the French Commercial Code) (Table n°9 Recommendations AMF/Afep-Medef)

	Top ten grants of stock options during the 2009 year	Top ten stock options exercises during the 2009 year
Number of granted stock options/ and subscribed or purchased options	123,420	89,386
Weighted average price	€97.47	€65.58
Plan n°2 Tranche 2001(2)	-	4,909
Plan n°2 Tranche 2002(2)	-	9,545
Plan n°3 Tranche 2003(2)	-	21,906
Plan n°3 Tranche 2004(2)	-	53,026
Plan n°5 Tranche 2009(2)	123,420	-

(1) The number of executives may exceed ten in the event that they own the same number of options, or may be less than ten in the even that fewer than ten executives hold options under one of the plans. Each year the option holders list may vary.
(2) For all the information about the different plans, see pages 154 to 156.

2. Information on share transactions and Permanent Insiders

In accordance with the stringent disclosure requirements of the AMF General Regulations, persons with management responsibilities within the Company have been informed of the disclosure rules that they (and 'individuals with a close personal relationship' with them) must comply with in relation to any dealings with the Company's shares. These obligations are required by the AMF and the Company.

In the same context, and in accordance with the provisions of Article L.621-18-4 of the French Monetary and Financial Code, the Company has provided the AMF with a list of persons qualified as permanent insiders.

3. Fees of Appraisors

The Group has the assets of each of its three business sectors valued twice a year by external appraisors.

The fees paid are fixed by agreement and for the year 2009 amounted to €1.8Mn for the year 2009. For each appraisor's firm, the invoiced fees represent less than 10% of their turnover.

4. Insurance

Unibail-Rodamco SE is covered by a Group insurance programme, which is underwritten by leading insurance companies. This programme is monitored by the Group Insurance Department in liaison with local teams and insurance brokers.

Under the property damage and terrorism programmes, the Group's property assets are insured for their full reconstruction value, which is regularly assessed by external property insurance valuers, and for business interruptions and loss of rents. The Group has also taken out general liability insurances that cover financial damages incurred by third parties.

Construction projects and renovation works on properties are covered by Contractor's All Risks policies in all Regions. Defects affecting the works are covered by Decennial insurance in France and by Contractors liabilities policies for works in other Regions.

The 2009 premium for these policies amounted to €7Mn including premiums which were invoiced to tenants or to other co-owners as a part of their service charges on assets for which the Group acts as the administrator. At year-end 2009, the Group'sinsurance policies were successfully renegotiated with substantial premium reductions and coverage improvements.

There were no significant losses in 2009.

5. Supplier payment dates for the parent company, Unibail-Rodamco SE

As required by article D.441-4 of the French Commercial Code, the table below shows the balances of outstanding suppliers accounts at December 31, 2009 by due date. As this is the first year for which this information is provided, no comparative figures with the preceding year are presented.

Balances due by date in €K	Already due as of Dec. 31, 2009	Due within 30 days	Due between 30 and 60 days	Due beyond 60 days	Total
Suppliers	882	66	358		1,305
Suppliers of fixed assets	15	283			298
Accruals				36,358	36,358
Others				2,334	2,334
Total	**896**	**349**	**358**	**38,692**	**40,295**

The amounts already due as of December 31, 2009 relate to disputed invoices, the most important one being for €0.6 Mn.

"Others" are mainly amounts withheld as contractual guarantees.

VI. RISK FACTORS

Unibail-Rodamco's internal control policies and arrangements, which are based on reference documents, charters, standards, procedures and best practices, aim to create and maintain an organisation that helps to prevent and/or mitigate and manage controllable risk factors, notably operational, financial, tax and legal risks to which Unibail-Rodamco SE and its subsidiaries are or could be exposed, even if these risks can never be totally eliminated.

The relevant monitoring procedures and management components implemented by Unibail-Rodamco group are mainly described in the internal control system section of the Report of the Chairman of the Supervisory Board (see pages 187-196).

Investors' attention is drawn to the fact that the risk factors discussed in this section are not exhaustive and that there may be other risks, either wholly or partly unknown and/or of which the occurrence is not considered at the filing date of this Registration Document to be likely to have a material adverse effect on the Unibail-Rodamco Group, its operations, its financial situation and/or its results.

Risks inherent in Unibail-Rodamco SE's business activities

Risks arising from trends in the property market
The Unibail-Rodamco Group is present in various sectors of the commercial property sector, specifically shopping centres, offices, convention-exhibitions and associated services. Apart from risk factors specific to each asset, the Group's activities are exposed to factors beyond its control and to specific systemic risks, such as the cyclical nature of sectors in which it operates. The Group's strategy and policies aim to curb the negative effects of these risks. Indeed, sudden changes in the economic, financial, currency, regulatory, geopolitical, political, social, health and/or ecological environment may have an adverse impact on the Group, the value of its assets, its results, its distribution policy, its development plans and/or its investment/divestment activities.

A long term deterioration in economic conditions with implications for the rental market may have a negative impact on the level of the Group's activities, its results, the value of its assets and its investment and development strategy.

The Group's assets (with the exception of certain development projects) are valued biannually using the fair valuation method. The value of the Group's assets is sensitive to variation according to the valuers' principle assumptions (yield, rental value, occupancy rate) and is, therefore, susceptable to important variations that may impact the Group, its activities and/or its results.

Some of the Company's real estate assets depend on flagship stores to attract customers and could suffer a material adverse impact if one or more of these tenants were to break or fail to renew their lease and/or in the event of consolidation among these retail sector companies.

Risks arising from property asset construction and refurbishment projects
Unibail-Rodamco conducts development activities in the office, shopping centre and convention-exhibition property segments, the principal risks of which are linked to: 1) securing the requisite legal administrative authorisations (building permits, commercial licences, opening and/or operational licences, etc.); 2) controlling construction costs (staying on time and on budget); and 3) achieving a good letting rate for properties (letting of all surfaces at sufficient rent levels).

Tenant insolvency risks
Unibail-Rodamco's ability to collect rents depends on the solvency of its tenants. Tenants' creditworthiness is taken into consideration by Unibail-Rodamco before it enters into a specific lease. Nevertheless, it is possible that tenants may not pay rent on time or may default on payments, especially in the current economic environment, and this could materially affect Unibail-Rodamco's operating performance and/or its results.

Legal, regulatory, tax, environmental and insurance-related risks

Legal and regulatory risks
Unibail-Rodamco has to comply with a wide variety of laws and regulations, notably: urban planning regulations, construction and operating permits and licences, health and safety regulations (particularly for assets that are open to the public), environmental regulations, lease laws, labour regulations, and corporate and tax laws, notably the provisions of the SIIC[19] regime. Changes in the regulatory framework and/or the loss of benefits associated with a status or an authorisation could require Unibail-Rodamco to adapt its business activities, its assets or its strategy (including geographical presence), possibly leading to a material adverse impact on the value of its property portfolio and/or its results, an increase in its expenses, and/or a slowing or even halting of the development of certain investment or letting activities.

In the normal course of its business activities, the Group could be involved in legal proceedings (for instance, regarding contractual responsibility, employers' liabilities, penal issues) and is subject to tax and administrative audits. To the best of company's knowledge, at the filing date, Unibail-Rodamco is not involved in or party to litigation which could have a material adverse effect on the results or financial situation of the Group.

For additional information relating to the measures taken to mitigate legal risks, please refer to the Report of the Chairman of the Supervisory Board (part "Internal Control System"), page 192.

Tax risks linked to special tax regimes

General
Unibail-Rodamco is subject to tax in the countries in which it operates. In some countries, a special tax regime for real estate investors exists, leading to a lower tax burden at the level of the Group, the basic principle being that it distributes most of its income, which subsequently is taxable at the level of the shareholders. If and to the extent Unibail-Rodamco opts to make use of such system, it will be obliged to meet the conditions that are linked to the respective system.

France
In France, Unibail-Rodamco is subject to the SIIC tax regime. If Unibail-Rodamco does not respect the required conditions, it would become liable for standard corporate income tax which would have a negative impact on its business activities and its results. For example, if one or more of Unibail-Rodamco SE's shareholders, acting separately or together, reaches the 60% ownership threshold for voting rights, this would cause Unibail-Rodamco SE to lose its SIIC status. It should be noted that, as at the date of filing of this registration document, Unibail-Rodamco SE has an almost 100% free float.
Unibail-Rodamco SE could be faced with an additional 20% tax charge on any distribution paid to a French tax-exempt shareholder (excluding natural persons) owning 10% or more of Unibail-Rodamco SE's share capital, unless Unibail-Rodamco SE is able to off-set this tax charge to the shareholder in question. For more details, refer to pages 148, 149.

The Netherlands
The Dutch Ministry of Finance confirmed that Rodamco Europe N.V. would be allowed to maintain its FBI status for a grace period ending on December 31, 2009 and, beyond, subject to the Group's compliance with a number of requirements. However, as set out in the press release dated December 10, 2009, Unibail-Rodamco SE expects that it will no longer be able to use the benefits provided by the FBI regime for its Dutch activities, effective January 1, 2010. Unibail-Rodamco SE anticipates that a loss of FBI status would have no material impact on its results.

Future changes
In all countries it is active in, Unibail-Rodamco and its subsidiaries remains exposed to changes in the tax rules that are currently in force.

Environmental risks
As a property owner or manager, Unibail-Rodamco has to comply with local environmental regulations in each country where it is active. Failure to comply with these local environmental regulations, or the need to comply with significant new environmental regulations that may be introduced, could lead to higher expenses or hamper the development of the Group's activities and could potentially affect Unibail-Rodamco's results or general liability.

Moreover, each Unibail-Rodamco's real estate assets is vulnerable to natural disasters (climate change, health or ecological crises, etc.) that may have a negative impact on the affected properties.

Unibail-Rodamco SE publishes every year a Corporate Sustainability Report, available on its website. This report deals with environmental group policy, achievements and targets. A specific section is dedicated to the Group policy for Health and Safety risk management on its assets.

Unibail-Rodamco SE was listed in the Dow Jones Sustainability World Index 2009. If the Group does not retain its listing in this selective environmental index in 2010, it could affect the attractiveness of Unibail-Rodamco SE for some shareholders.

Insurance-related risks
Insurers could face economic difficulties that leave them unable to pay claims related to insurance policies that have been taken out by the Group.
Unibail-Rodamco depends on the insurance markets and their financial capacities to cover its risks. It could therefore experience insurance shortfalls or find it impossible to cover all or part of certain risks.
Some of Unibail-Rodamco's potential losses may not be covered, or may be covered partially. In such cases, Unibail-Rodamco could lose all or a portion of the capital invested in the asset, as well as the expected rents from the asset.
Unibail-Rodamco may be exposed to a situation where the value (reconstruction cost) of one or more of its assets is wrongly assessed by its external property insurance valuers.

Risks associated with Unibail-Rodamco's financing policy and financial activities

Market risks
Unibail-Rodamco, through its activities, is exposed to market risks which can generate losses as a result of fluctuations in interest rates and/or currency exchange rates.

Unibail-Rodamco is exposed to interest-rate risks on the loans it has taken out to finance its investments. An increase in interest rates could have a negative impact on Unibail-Rodamco's results. Part of the Group's exposure to variable rates is hedged through derivatives but these hedges could be insufficient to cover these risks. Moreover, changes in interest rates could have a negative impact on Unibail-Rodamco's result by affecting the valuation of contracted derivatives.

Unibail-Rodamco is exposed to foreign exchange risks because it operates in countries outside the euro zone. The value of assets, rents and revenues received in these countries, when translated into euros, may be affected by fluctuations in exchange rates.

Unibail-Rodamco's foreign exchange risk is managed at a corporate level by the Treasury department which monitors the foreign exchange risk on a regular basis. In addition, committees with several members of the Management Board are held several times a year to decide the appropriate hedging strategy which is then implemented by the Treasury department. Procedures do not allow for speculative positions to be put in place. Hedges processes and the net interest rate or currency positions are described in the paragraph "Market Risk Management" of the Financial Resources in the Business Review section.

(19) Listed Property Investment Companies SIIC (Sociétés d'Investissements Immobiliers Cotées).

Liquidity risks
Unibail-Rodamco's strategy depends on its ability to raise financial resources, either in the form of borrowing or equity capital, so that it can finance its ongoing activities and its investments. It is possible (for example in the event of disruption in the bond or equity markets, a reduction in the lending capacities of banks, changes affecting the property market or investors' appetites for property companies, a downgrade in Unibail-Rodamco SE's credit rating or a change in business activities, financial situation or Unibail-Rodamco SE's ownership structure) that the Group could – at any given point in time – encounter difficulties in raising funds and, as a result, lack the access to liquidity that it needs. These events could also affect the cost of borrowing and lead to an increase of the financial expenses of the Group. In this context, Unibail-Rodamco has put in place undrawn back up facilities for an amount mentioned in the paragraph "Funds raised" of the Financial Resources in the Business Review section.
Additionnally, some of the Group's borrowings are subject to covenants. More details on the Group's covenants and ratios levels can be found in the paragraph "Financial structure" of the Financial Resources in the Business Review section.

Counterparty risks
A large number of major international financial institutions are counterparties to the interest rate derivatives and foreign exchange contracts or deposits contracted by the Group. In the case of default by a counterparty, Unibail-Rodamco could lose all or part of its deposits or may lose the benefit from hedges signed with such counterparties. This could then result in an increase in interest rate or currency exposure. The Group's policy to manage counterparty risks in relation to derivative products is described in the paragraph "Market Risk Management" of the Financial Resources in the Business Review section.

Risks related to Unibail-Rodamco SE securities

Volatility in the price of Unibail-Rodamco SE securities
Stock markets may experience major fluctuations which may or may not be related to the results of the companies whose shares are traded on regulated markets. The price of Unibail-Rodamco SE's securities (including shares, ORA, i.e. bonds redeemable in Unibail-Rodamco SE shares and Ornane, i.e. convertible bonds in Unibail-Rodamco SE shares) could be volatile and could be affected by events affecting Unibail-Rodamco, its competitors or the financial markets in general.

For example, the price of Unibail-Rodamco SE's securities could fluctuate significantly in response to various factors and events, which could include changes in the liquidity of the market for Unibail-Rodamco SE shares; changes in the expectations of volatility of shares; variations in the Group's financial results or its competitors from one accounting period to another; differences between Unibail-Rodamco's financial or operating results and those expected by investors and analysts; changes in analysts' recommendations or forecasts; changes in general market conditions or in the economic environment; market fluctuations; the promulgation of new laws or regulations or changes in the interpretation of existing laws and regulations relating to Unibail-Rodamco's business.

Risks related to Unibail-Rodamco's geographic presence

Although Unibail-Rodamco's operations are concentrated in Europe, part of the business is or may be conducted in markets where Unibail-Rodamco may be exposed to social, political, legal, tax and/or economic instability, among other risks.

In relation to the risks related to Unibail-Rodamco's geographic presence, the Group operates in some countries that have not joined the euro zone. A depreciation in the local currency of these countries could have a negative impact on Unibail-Rodamco's cash flows in euros: 1) when rents collected in local currency are translated in euros and where the Group's hedging policy is not sufficient; or 2) when rents are collected in euros and this affects the tenants' ability to pay.

A depreciation of the currency of countries outside the euro zone may also reduce the value of Unibail-Rodamco's portfolio, despite the implementation of hedging policies.

Risks associated with possible conflicts of interest

Risks of conflicts of interest with companies where Unibail-Rodamco SE is the majority shareholder
Unibail-Rodamco SE is the majority shareholder in several companies which have one or more minority shareholders (see pages 108-113). In certain circumstances, these situations may raise potential conflicts of interest and/or generate potential claims from the minority shareholders of those subsidiaries.

Report of the Chairman of the Supervisory Board

Statutory auditors' report

REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

On the arrangements for planning and organising the work of the Supervisory Board and on the Group's internal control procedures for the financial year ending December 31, 2009 (article L. 225-68 of the French Commercial Code).

This report was prepared in close cooperation with Unibail-Rodamco S.E.'s Management Board, the General Counsel and the Group's Director of Internal Audit and Risk Management. In addition, it was discussed with the Group's Statutory Auditors. On February 8, 2010, the Supervisory Board approved this report pursuant to article L. 225-68 of the French Commercial Code.

I. SUPERVISORY BOARD

1. Functioning of the Supervisory Board

1.1.Purpose and powers

The Supervisory Board exerts permanent oversight and control over the Management Board and the general affairs of the Company. To that end, the Supervisory Board conducts appropriate inspections and reviews and may obtain copies of all documents to fulfill its duties. The Supervisory Board functions under the Company's Articles of Association and a specific Charter.[1]

Moreover, it makes suggestions and formulates recommendations to the Management Board on the following:
- company strategy and financial performance;
- business risks;
- structure and administration of internal risk management and control systems;
- financial reporting procedures and compliance with relevant laws and regulations.

In addition, the Supervisory Board makes decisions concerning the Company's corporate governance and its actual implementation. It assesses the functioning of the Management Board, the Supervisory Board (including the Supervisory Board committees) and their individual members. It handles and settles any conflicts of interest and any discrepancies with respect to the functioning of the Management Board.

1.2. Limitation on the powers of the Management Board and the purview of the Supervisory Board

Pursuant to article 11.5 of the Company's Articles of Association, the Supervisory Board's prior approval must be obtained for certain Management Board decisions and operations, in particular:
- acquisitions, investments (including capital expenditures for internal development), interest acquisitions and off-balance sheet commitments exceeding €25 million (consolidated figure) concerning assets or activities located outside European Union Member States or outside the scope of the approved Group strategy. The threshold is raised to €300 million[3] (consolidated figure) for assets or activities located within European Union Member States and within the scope of the Group's strategy;
- asset disposals (including transfers of real property or interest) exceeding €300 million[3] (consolidated figure);
- indebtedness or security interests in excess of €300 million (consolidated figure), threshold raised to €1 Bn for corporate debt refinancing purposes;
- transfers of all or part of the Company's business to third parties in excess of €500 million (consolidated figure);
- any significant changes in the Group's governance and/or organisation, allocation of responsibilities within the Management Board and any action affecting the Company's entitlement to tax regime applicable to Listed Property Investment Company (SIIC) tax treatment or any other real estate tax-exempt status in a foreign country;
- any alterations of the Company's dividend policy and of proposals by the Management Board in the distribution of interim or full dividends.[2]

The Supervisory Board is informed of pending transactions involving amounts in excess of €100 million but below €300 million.

(1) Both available on the Company's website and at the Company's registered office.
(2) For full details please refer to the Articles of Association available on the Company's website and at the Company's resistered office.
(3) This threshold is raised to €500 Million (consolidated figure) for urgent operations and decisions; subject to prior dialogue between the CEO, the Chairman and the Vice-Chairman of the Supervisory Board.

1.3. Composition

Pursuant to the Articles of Association, the Supervisory Board can consist of 8 (minimum) to 14 (maximum) members, who are appointed by the Company's shareholders. Supervisory Board members are normally appointed for a three year term and may be re-elected. Under the Supervisory Board's resignation and rotation rules, the resignation and reappointment of members is staggered to prevent, to the greatest extent possible, appointments/ resignations occurring simulatenously.

In 2009, the Supervisory Board was composed of 12 members. All members qualify as independent members pursuant to the French Afep-Medef corporate governance code (December 2008) (Afep-Medef Code) criteria and the criteria detailed in its Supervisory Board Charter, except for Mr. Dermagne since his tenure as a member of the Boards of Unibail S.A., Unibail-Rodamco S.A. and Unibail-Rodamco S.E., combined, exceeds twelve years.[4] The Supervisory Board's Governance, Nomination and Remuneration Committeee carries out an annual review of each Supervisory Board member's profile against the independence criteria set out in the Supervisory Board Charter and the Afep-Medef Code.

At the Company's 2009 Annual General Meeting, in accordance with the Company's rotation rules, the Supervisory Board Chairman and three other members of the Supervisory Board were reappointed; namely: Mrs Harris, Mr Laurens and Mr Pelmore. Further, all Supervisory Board members' terms were reaffirmed following the conversion of the Company into a European Company (May 2009). At the 2010 Annual General Meeting, Messrs Cremers and Jaclot will be proposed for re-election.

The age limit for the Company's Supervisory Board members is 75, while at least two-third of its members must be 70 or younger.

Members of the Supervisory Board of Unibail-Rodamco S.E.[5]

Name	Age	Main positions other than Unibail-Rodamco S.E. Supervisory Board membership	Year appointed to the Supervisory Board of Unibail-Rodamco S.E.	AGM at which Supervisory Board term expires[(5)]
Robert F. W. van Oordt Chairman Independent member Dutch nationality	73	Member of the Supervisory Board, Chairman of the Audit, Governance Committee and member of the Nominating, Remuneration Committee of Draka Holding N.V.	2007	2012
François Jaclot Vice-Chairman Independent member French nationality	60	Director and CEO of Addax and Oryx Group	2007	2010*
Frans J.G.M. Cremers Independent member Dutch nationality	58	Vice-Chairman of the Supervisory Board of Fugro N.V. Member of the Supervisory Boards of N.S. N.V. (Dutch Railways), Royal Vopak N.V., Luchthaven Schiphol N.V. and Parcom Capital B.V.	2007	2010*
Jacques Dermagne French nationality	72	Chairman of the French Economic, Social and Environmental Council and Chairman of the French Committee for Expositions and Conventions	2007	2010
Robert ter Haar Independent member Dutch nationality	60	Chairman of the Supervisory Boards of Parcom Capital B.V. and VVAA Groep B.V. Supervisory Board member of Royal FrieslandCampina N.V., Maxeda Retail Group B.V., Univar Inc and B.V. Sperwer Holding	2007	2011
Mary Harris Independent member U.K. nationality	42	Member Supervisory Board and Audit Committee of TNT N.V., Non-Executive Director and member of the Audit Committee of Sainsbury plc	2008	2012
Jean-Louis Laurens Independent member French nationality	55	General Partner of Rothschild & Cie Gestion Paris	2007	2012
Yves Lyon-Caen Independent member French nationality	59	Chairman of the Supervisory Boards of Bénéteau S.A. and Sucres & Denrées	2007	2011
Henri Moulard Independent member French nationality	71	Chairman of Truffle Capital S.A.S. and HM & Associés S.A.S. Director of Altlamed S.A., Involys S.A., Burelle S.A., Elf Aquitaine, Neuflize Vie and Compagnie Financiere Sainte-Colombe S.A.S. Chairman of the Supervisory Boards of Dixence S.A.S. and Centuria Capital S.A.S. Chairman of the Audit Committees of Amundi S.A., Calyon S.A., Crédit Agricole S.A.	2007	2011
Bart R. Okkens Independent member Dutch nationality	68	Chairman of the Supervisory Boards of Esselink Groep B.V., Bornet Group Rotterdam B.V., Van Hoorn Holding B.V., Bergschenhoek Groep B.V. and the Boijmans van Beuningen Museum. Member Supervisory Boards of Stichting de Nationale Sporttotalisator and Huisman Special Lifting Equipment Holding B.V.	2007	2011
Alec Pelmore Independent member U.K. nationality	56	None	2008	2012
Jos W.B. Westerburgen Independent member Dutch nationality	67	Member Supervisory Board and Chairman of the Remuneration Committee and the Selection and Nomination Committee of ASML Holding N.V. Vice Chairman of the Board of the Association AEGON	2007	2010

(4) This is the sole criterion of the Code with which Mr Dermagne does not comply.
(5) For full information please consult the Legal Information section (pages 164-167).

(*) To be proposed for re-election at the 2010 Annual General Meeting.

1.4. Meetings, attendance and information

According to its Charter, the Supervisory Board meets at least five times a year according to a pre-set schedule. Extraordinary meetings may be held for specific reasons at the written request of the Supervisory Board Chairman, at least one-third of the members of the Supervisory Board or any of the Management Board members.

To encourage attendance at Supervisory Board meetings, attendance of members is taken into consideration for the payment of the variable portion of the annual Supervisory Board member fees. The Statutory Auditors attend the year-end and half-year meetings of the Supervisory Board where the financial statements for those periods are reviewed.

A notice of meeting is sent at least three days prior to Supervisory Board meetings (except in unusual circumstances). The notice includes a detailed agenda and comprehensive papers enabling the Supervisory Board members to prepare for the discussion or, if necessary, the approval of the matters on the agenda.

Whenever necessary, Supervisory Board members are sent materials prepared by the Company's advisors and/or risk managers. To ensure that Supervisory Board members are fully informed of developments in the respective industry segments and of events taking place within the Group, operational matters are regularly discussed during Supervisory Board meetings. Supervisory Board members also receive press reviews and financial reports on Unibail-Rodamco, its competitors and on industry matters. In addition, once a year the Supervisory Board and Management Board take the opportunity to discuss strategic matters and market developments in-depth at a specially tailored strategic retreat.

1.5. Summary of Supervisory Board activities

The Supervisory Board of Unibail-Rodamco S.E. held eight meetings in 2009 (six ordinary meetings and two extraordinary meetings). Overall attendance at these meetings was 93%.

In addition to the items and decisions within its statutory scope, the Supervisory Board was briefed on and discussed all major events in 2009, both internal matters (e.g. organisation matters, key appointments within the Group, internal audits etc.) and external matters (e.g. acquisitions, disposals, developments in the Group's strategy, development projects, financial policy, etc.).

The Supervisory Board was in particular informed of, examined or approved the following matters:

- the conversion of the Company into a European Company;
- the anticipated loss of Dutch FBI tax status in January 2010;
- changes in the composition of the Management Board in May and September 2009;
- the reappointment of Supervisory Board members;
- changes in the composition of the Audit Committee and GN&RC effective March 9, 2009;
- the remuneration of the Management Board members including an external benchmark of Management Board remuneration;
- the renunciation of all Management Board employment contracts in line with corporate governance developments;
- the remuneration of the Supervisory Board Chairman;
- the total allocation of stock option grants for 2009;
- amendments to the Unibail-Rodamco Group French subsidiaries' Company Savings Plan 2009;
- the Company distribution payment policy and *interim* dividend payment decisions;
- the Company's share buy-back programme;
- the amendment of the Management Board and Supervisory Board Charters;
- the formal assessment of the Supervisory Board's performance;
- investment, development and divestment projects and operations;
- the full year 2008 and half year 2009 financial statements;
- the 2009 five-year Group business plan including its financial resources and financing needs;
- the quarterly Management Board reports for 2009;
- developments in accounting methodologies; and
- the upgrading of the Group's Compliance Book in accordance with corporate governance developments.

Supervisory Board members were informed of the work and recommendations of its specialised committees and the Statutory Auditors. The minutes of all the meetings of the Audit Committee and the Governance, Nomination & Remuneration Committee were systermatically appended to those of the Supervisory Board.

The conclusion of the formal annual self-assessment of the Supervisory Board was that the Supervisory Board's functioning is highly satisfactory and that the merger of Unibail S.A. and Rodamco Europe N.V. has been successful. The self-assessment also produced a number of practical suggestions towards greater meeting efficiency, a new approach to the organisation of the Supervisory Board retreat and strategic reflection.

1.6. Remuneration

The Chairman of the Supervisory Board is paid a total gross annual remuneration for his duties as Chairman of the Supervisory Board and Chairman of the Governance, Nomination and Remuneration Committee of €130,000, effective January 1, 2009.
The annual Supervisory Board fee (excluding the Supervisory Board Chairman's remuneration) was maintained at €52,000 per member in 2009 (comprising of a 75% fixed portion and a 25% variable portion, allocated according to attendance at meetings). The fixed portion was paid quarterly and the variable portion at year-end. The Vice-Chairman of the Supervisory Board was paid a supplementary annual fixed fee of €15,000. An additional fee of €1,350 per day was paid to Supervisory Board members attending a meeting (or several related meetings) of the Supervisory Board and/or Supervisory Board committee outside their country of residence.

2. Functioning of the specialised committees set up by the Supervisory Board

Two specialised committees assist the Supervisory Board: (1) the Audit Committee and (2) the Governance, Nomination and Remuneration Committee. These committees function under separate Charters.[6]

2.1. Audit Committee

Tasks

The Audit Committee's main role is to provide oversight over financial matters, internal control and risk management.

In this context and in accordance with its Charter, the Audit Committee examines the following matters and issues an opinion to the Supervisory Board:

- quarterly financial statements and consolidated accounts, business information, asset valuations, off-balance sheet commitments and the Group's overall cash position;
- internal management controls, risk control and the implementation of Company-relevant financial legislation;
- the Company's financial policy (accounting methods and developments in the legislation, etc.), finance and tax planning;
- the evaluation and/or adoption of the Statutory Auditors' recommendations;
- the relationship between the Company and its Statutory Auditors.

Composition

The Audit Committee consists of five independent members (including the Chairman of the Audit Committee)[7], including at least one that has expertise in financial administration and accounting for listed companies or other large companies exposed to IFRS accounting methods.

Normally, the Chairman of the Management Board (CEO), the Group's Chief Financial Officer (CFO) and the Chief Resources Officer (CRO) attend Audit Committee meetings. Other Management Board members may also attend meetings unless decided otherwise by the Committee. The Audit Committee may decide to meet without the Management Board members or to meet only with the CEO, the CFO or the Statutory Auditors. The Group's Director of Consolidation and Accounting, the Group's Controller and the Group's Director of Internal Audit & Risk Management attend Audit Committee meetings at the request of the Audit Committee.

Meetings and information

The Audit Committee meets at least on a quarterly basis, or whenever one or more Supervisory Board or Management Board members request a meeting. It meets at least once a year with the Statutory Auditors without the members of the Management Board being present. The Audit Committee may solicit the advice of external advisers as it deems necessary. Members receive notices convening the meetings with an agenda and the meetings' documents at least three days prior to each meeting. To allow for adequate preparation and consideration of the half-year and full-year accounts, the Audit Committee usually meets at least 48 hours prior to the Supervisory Board meeting at which the accounts are reviewed.

The Supervisory Board is informed of the proceedings and recommendations of the Audit Committee at its meeting directly following that of the Audit Committee.

Summary of Audit Committee activity

The Audit Committee met five times in 2009 (twice in the presence of the Statutory Auditors). The member attendance rate was 100%.

During 2009, the Audit Committee considered and/or issued opinions on:

- the anticipated loss of Dutch FBI tax status in January 2010;
- the revaluation of net assets, the Company's financial statements and consolidated accounts for the 2008 full-year accounts and the 2009 half-year accounts;
- the quarterly Management Board reports for 2009;
- the funding of the Group's five-year business plan, financial resources and borrowing requirements;
- the working terms and conditions of the Statutory Auditors for the closing of the 2008 annual accounts;
- the Company dividend payment policy and the proposal to the AGM regarding the allocation and distribution of profits;
- the internal audit charter, risk mapping, the internal audit reports for 2009 and the audit plan for 2010;
- the examination of the Company's exposure to and management of risks.

The conclusion of the annual self-assessment of the Audit Committee was that the Committee's functioning is highly satisfactory.

Remuneration

Yearly attendance fees for the Committee in 2009 was maintained at €20,000 for the Chairman and €10,000 for the other members. An additional fee of €1,350 per day was paid to members attending a meeting (or several related meetings) of the Audit Committee and/or the Supervisory Board held outside the members' country of residence. As of January 2010, 25% of the Audit Committee fee will become a variable fee, allocated according to attendance at Audit Committee meetings.

(6) *Available on the Company's website and at its registered office.*

(7) *Messrs. Laurens and Pelmore were appointed to the Audit Committee in March 2009. Mr. Lyon-Caen resigned from the Audit Committee in March 2009.*

2.2. Governance, Nomination And Remuneration Committee – GN&RC

Tasks

The GN&RC's role is to examine all issues falling within its scope of action under the GN&RC Charter and to advise the Supervisory Board accordingly. Its tasks specifically include a constant review of the independence of the Supervisory Board members against the criteria set out in the Supervisory Board Charter and the Afep-Medef Code. In relation to governance matters, the GN&RC assesses the adequacy of the Company's corporate governance practices and rules concerning the Company as a whole as well as the Management Board, the Supervisory Board and its committees. It continuously evaluates the Company's compliance with these rules. The GN&RC also monitors the Group's remuneration policy and related remuneration arrangements (fixed income, short-term incentive, long-term incentive and pension) for Management Board members and the remuneration and attendance fee arrangements for Supervisory Board members. In relation to nomination matters, it develops profiles and screening criteria for Supervisory Board members and initiates proposals for the renewal and appointment of Supervisory Board and Management Board members. It also assesses the performance of Supervisory Board and Management Board members on a regular basis.

Composition

The GN&RC consists of six members, five of which are independent.[8] As already mentioned above, the only reason that Mr. Dermagne does not comply as independent is that his terms as a member of the Boards of Unibail S.A., Unibail-Rodamco S.A. and Unibail-Rodamco S.E., combined, exceed 12 years.

In addition to its members, the CEO and the Chief Resources Officer typically attend the GN&RC's meetings. Other persons may be invited to attend by the GN&RC's Chairman.

Meetings and information

The GN&RC meets at least three times a year and whenever one or more Supervisory Board or Management Board members request a meeting. Members receive a notice convening each meeting with an agenda and the relevant documentation at least three days before each meeting. The Supervisory Board is informed of the GN&RC's proceedings and recommendations at the meeting directly following that of the GN&RC.

Summary of GN&RC activity

The Committee met seven times during 2009. The member attendance rate was approximately 98%.

In 2009, the GN&RC considered and/or issued opinions on:

- the annual review of the Supervisory Board's profile and the inclusion of a specific commitment towards greater diversity;
- the annual review of the independence of Supervisory Board members;
- long term incentive arrangements, including the 2009 allocation of stock-options to Management Board members;
- the short-term incentive pay-out for Management Board members regarding their performance in 2008;
- the implementation of the Group Company Savings Plan for 2009;
- the scenario analysis and formal external benchmarking of Management Board remuneration;
- the renunciation of all Management Board employment contracts;
- the delegation of powers and responsibilities from the CEO to each Management Board member, with authority to sub-delegate;
- Unibail-Rodamco S.E.'s governance practices compared to the Afep-Medef and Dutch (Frijns) corporate governance codes;
- the amendment of the Supervisory Board Charter and the Management Board Charter.

The conclusion of the annual self-assessment of the GN&RC was that the Committee's functioning is highly satisfactory.

Remuneration

Yearly attendance fees for the GN&RC members in 2009 (excluding the GN&RC Chairman) was maintained at €10,000 per member. An additional fee of €1,350 per day was paid to members attending a meeting (or several related meetings) of the GN&RC and/or the Supervisory Board held outside the members' country of residence. As of January 2010, 25% of the GN&RC committee fee will become a variable fee, allocated according to attendance at GN&RC meetings.

(8) *Two of whom were appointed to the GN&RC in March 2009.*

II. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS[9]

Unibail-Rodamco S.E. complies with all Afep-Medef recommendations on executive officer remuneration as published on October 6, 2008 and incorporated into the Afep-Medef Code on December 2008. The Management Board remuneration policy was developed by the Governance Nomination & Remuneration Committee prior to the merger. It was approved by the Supervisory Board in June 2007 and renewed in 2009. The remuneration of Mr Tonckens, appointed to the Management Board on September 1, 2009, was approved by the Supervisory Board on July 22, 2009, on the recommendation of the GN&RC.

The remuneration of each Management Board member consists of 4 components: (i) Fixed Income (FI), (ii) Short Term Incentive (STI), (iii) Long Term Incentive (LTI) comprised of stock-options subject to performance conditions, and (iv) other benefits (pension, company car, insurance, etc.).

In 2009, the Governance, Nomination and Remuneration Committee engaged an external consulting firm to conduct a comprehensive benchmark of all 4 components of MB remuneration against CAC 40, AEX 25 and real estate industry practice. The consultant attended three GN&RC meetings in connection with the benchmark and produced a formal report with information and recommendations that were considered by the GN&RC and the Supervisory Board in their review of Management Board remuneration.

Going beyond the Afep-Medef recommendations, as of end 2009, none of the Management Board members have employment contracts.

III. CORPORATE GOVERNANCE

In accordance with article L. 225-68 of the French Commercial Code, Unibail-Rodamco S.E. hereby states that it adheres to and enforces the French Afep-Medef corporate governance code, as published in consolidated form by Afep-Medef in December 2008 (Afep-Medef Code)[10] and adopts the Afep-Medef Code as its code of reference for corporate governance matters.

Unibail-Rodamco S.E. has analysed its practices and procedures against the Afep-Medef Code. As at the date of filing, the Company complies 100% with the Afep-Medef Code's principles.

In line with the Group's commitment to the highest standards of corporate governance and its activities in The Netherlands, the Group is also compliant with the vast majority of the Dutch (Frijns) Corporate Governance Code[11] requirements, even though the Company is not legally required to comply with this code.

All shareholders have the right to attend shareholders' meetings. The terms and conditions are defined in article 18 of the Company's Articles of Association.[12]

All information stipulated under article L. 225-100 of the French Commercial Code that is likely to have an effect in the event of a takeover, such as the information specified in article L. 225-100-3, is included in the annual report available to shareholders.

IV. INTERNAL CONTROL SYSTEM

The Unibail-Rodamco Group is active in the commercial property sector, more specifically in the development, management and regular refurbishment of shopping centres and offices, and the management and organisation of convention and exhibition venues and associated services. Apart from general risk factors, the Group's business is subject to common exposure and systemic risks including, in particular, the cyclical nature of the property sector. The Group's strategy and policies aim to limit the negative effects of these risks. However, sudden changes in the geopolitical, political, social, economic, financial, monetary, regulatory, health and ecological environment could have a negative impact on the Group, and result in, amongst other things, a decrease in asset values, an increase in certain costs, or investment/divestment operations being delayed or even abandoned.

"Controllable" risks are identified through a risk mapping process which focuses on key risks and assesses them on the basis of probability and magnitude. This risk mapping was updated and approved by the Management Board in 2009. In addition, it was discussed by the Group Audit Committee in July 2009.

These "controllable" risks are monitored through the Group's internal control system. This system covers all activities of the Group in all regions, except those where Unibail-Rodamco is not directly involved in the management, notably Comexposium. This system is based on a set of principles that aim to provide reasonable assurance that the following internal control objectives are met:
- transactions are executed effectively and optimised;
- property assets are protected;
- financial information is reliable; and
- all operations comply with prevailing legislation, regulations and Unibail-Rodamco's internal rules.

The Group's internal control system is in line with the general principles of the Internal Control System reference framework drafted by the AMF working group and is based on:
- standardised procedures;
- the accountability of managers in charge of the business, finance and control;
- a committee-based decision-making process for acquisitions, disposals and refurbishment/construction projects; and
- a segregation of duties between the executive and control functions.

Unibail-Rodamco S.E. is run by a Management Board, composed of 6 members, which manages all of the Group's activities. The Management Board holds regular fortnightly meetings as well as ad-hoc meetings whenever required. It acts as the decision-making body for any issues that, due to their financial significance or strategic and/or cross-functional nature, require the involvement of the Group's senior management. Its main focus areas are set out in the Management Board Charter, which is available on the Group's web site.

The Group's control environment includes the Compliance Book for Governance, Organisation & Corporate Rules (Compliance Book) which was approved in December 2008 by the Management Board. The Compliance Book details:
- the Group organisation structure: a matrix organisation with a double reporting line at corporate and regional levels;
- the governance organisation for Unibail-Rodamco S.E. and its subsidiaries;
- a framework of core processes and internal rules covering investment & divestment, development, leasing activities and support functions, notably Finance and Human Resources; and
- a Code of Ethics covering the Group's core values and rules of conduct, with particular emphasis on ethical behaviour, conflicts of interests, confidentiality of information, and transactions involving the Group's shares.

In addition to the Compliance Book, the Group's control environment comprises of:
- job descriptions and an appraisal system based on performance targets for the entire Group;
- a set of delegation of authority and responsibility rules and limits that span all of the Group's activities;
- specific procedures applicable at the corporate level and in the different regions where the Group is present; and
- less formal instructions and recommendations that nevertheless form an integral part of the internal control system.

A description of the main risks monitored by this internal control system follows.

1. Investment and Divestment Authorisation

Corporate business development or property acquisition projects are always discussed by the relevant management team. Any deal opportunity is presented to the Chief Executive Officer and the Group Director of Investments in order to determine whether the transaction is worth pursuing and investigating. If it is worth pursuing or investigating, a project manager is appointed.

A legal, financial, technical and commercial review of these transactions is subsequently presented to an ad-hoc committee comprising of: the Chief Executive Officer, the Chief Financial Officer, the Chief Development Officer (for property development and re-development), the Chief Operating Officer (for retail operations), the General Counsel (as of the last quarter of 2009), the Group Director of Investments and the relevant Regional Managing Director and regional Investment teams. This committee approves the value creation strategy, the assumptions made and the offer price, subject to a more in-depth audit (data room) and final approval in compliance with the Group's authorisation rules. Various financial models (e.g. discounted cash flows, peer comparisons) have been developed and provide the basis for the committee's assessment.

During the annual budget review within each region, a disposal schedule is drawn up for mature properties. These transactions are then prepared and analysed by the committee referred to above, which verifies the assumptions on which the disposal conditions are based.

The Unibail-Rodamco Group has centralised the documentation and management of legal matters relating to all of its property assets in France. This centralised organisation makes it easier to prepare data rooms when properties are being sold and helps to improve the liquidity of the assets. This system is in the process of being implemented in all regions.

Unibail-Rodamco's property assets are valued twice a year by external experts. This enables the Group to assess the market value and to verify and validate the internal assumptions that are used to determine the selling price or rental value of its different properties.

Most of the teams involved in reviewing and managing these transactions have experience in mergers and acquisitions acquired throught investment banks, law firms or other institutions specialising in such areas of functional expertise. The Group calls upon external experts, such as lawyers, tax specialists, auditors and consultants, whenever necessary.

In accordance with the Group's authorisation rules, any transaction exceeding €100 million is subject to final approval by the Management Board, as is any transaction below €25 million that falls outside the Group's existing strategy and/or in a country outside European Union member states. Acquisitions, disposals or investments exceeding €300 million, and transactions exceeding €25 million that fall outside the Group's existing strategy and/or are in countries outside European Union member states, also require prior approval from the Supervisory Board (refer to page 187 for more detail on Supervisory Board prior approval requirements).

(9) For full details, please consult the Legal Information section.
(10) Available on the MEDEF website www.medef.fr.
(11) As published by the Frijns Committee in December 2008.
(12) Available on the Companyís website and at its registered office.

2. Risks Associated with the Management of Construction and Refurbishment Projects

Unibail-Rodamco's construction projects are carried out in countries where the Group has a local team. A minimum level of pre-leasing in Retail is required before launching any project to secure each project from a financial point of view.

Unibail-Rodamco, except in exceptional cases, selects large, reputable contractors to work on its construction and refurbishment projects by issuing invitations to tender based on a set of clear specifications. The final choice of contractors is made once a comparative analysis of written offers has been carried out. Any discrepancies in relation to the original budget must be explained and justified.

In addition, Unibail-Rodamco employs construction experts within its own organisation. They act as project managers and are responsible for ensuring that:
- the properties built by the Group's contractors comply with the design specifications;
- construction and renovation costs are kept under control and remain in line with initial budgets; and
- buildings comply with the Group's Environmental Quality Charter and any regulations applicable to owners.

The progress of the works, the budget and internal rate of return of each project is reviewed on a quarterly basis at Group level by the Control Department and the Management Board.

To manage environmental risks, the Group has created an International Environmental Performance Committee and Regional Environmental Performance Committees, which work to shape a common environmental performance policy and monitor the way it is embedded in operating practices. The Group has been a constituent of the Dow Jones Sustainability Index since 2008. Unibail-Rodamco S.E. publishes a Corporate Sustainability Report, available on its website every year. This report deals with the Group's environmental policy, its targets and achievements.

Asset protection risks

Unibail-Rodamco is covered by a Group insurance program that is underwritten by reputable leading insurance companies. This program is monitored by the Group Insurance Department in liaison with local teams and insurance brokers.

For property damage and terrorism, most of the Group's property assets are insured for their full reconstruction value, which is regularly assessed by external property insurance valuers and for business interruption and loss of rents. The Group has also taken out general liability insurance that covers financial damages incurred by third parties.

Construction projects and renovation works on properties are covered by Contractor's All Risk policies in all regions. Defects affecting the works are covered by Decennial Insurance in France and by Contractors liabilities policies for works in other regions.

In addition, Unibail-Rodamco regularly arranges inspections of technical facilities that could have an impact on the environment and/or personal safety, such as fire-fighting equipment, ventilation and air conditioning systems, electric installations and elevators.

To mitigate health and safety risks, the Group has issued a health and safety manual which is used for all of the properties that are managed by the Group in France. This manual provides a single and comprehensive source of information on the management of sanitary/environmental risks such as water, air, lead, asbestos and Legionnaire's disease.

As announced in the Group's 2008 Annual Report, the implementation of a group-wide policy on health and safety risk management began in all regions in June 2009. This policy consists of group-wide rules and guidelines and is complemented at the local level by additional procedures mandated by local regulations and are the responsibility of each Regional Managing Director. This policy will cover all of the Group's main assets.

3. Risks Associated with Property Leasing and Ancillary Services

The marketing of assets is handled by dedicated teams with, in the case of the Office Division, additional support from leading external brokers. Targets (e.g. prices, deadlines and prospective tenants) are defined within each region in collaboration with a team at Group level and are presented to the Management Board for approval. Leases that are particularly important in terms of value or special terms and conditions (e.g., price, term, and security) must be approved in advance at Management Board level by the Chief Operating Officer (for shopping centres) or by the Chief Executive Officer (for offices).

The large number of tenants in the Group's shopping centre portfolio is varied, and thus minimises the risks associated in the event of the insolvency of any retailer.

The Group's principal tenants in its office portfolio are blue-chip companies.

When tenants sign their lease agreements, most are required to provide financial guarantees, such as a deposit, first-demand guarantee or surety bond equal to 2-6 months' rent.

The amounts due under the lease agreements are invoiced by the Group's property management companies. In all regions, a set of procedures describes how invoicing and the recovery of rents and service charges are organised and monitored.

Payments for ancillary services provided by the Convention and Exhibition division are generally received in advance, thereby reducing the risk of unpaid debts.

Late payment reminders are systematically issued in respect of late payments and are monitored by local teams in each region. These teams decide on the pre-litigation or actual litigation action to be taken.

3.1. Financial risks

Sensitivity to interest rates, currency movements, liquidity and counterparty risks is monitored by the Group Treasury Department in line with the policy defined by the Group Asset & Liability Management Committee (ALM Committee). This committee has 6 members, including 3 members of the Management Board (the Chief Executive Officer, the Chief Financial Officer and the Chief Resources Officer).

The groundwork for this committee is prepared by the Group Treasury Department, which regularly provides each member with a comprehensive report on the Group's interest rate position, liquidity projections, bank covenant positions, availability under the Group's committed lines of credit, proposed (re)financing or hedging operations (if applicable), the details of any (re)financing operations or transactions (hedging operations, share buybacks, etc.) completed since the last ALM Committee meeting, and a report on counterparty risks. Currency exposure is also reviewed on an ad-hoc basis.

The ALM Committee met 4 times in 2009. Throughout the year, the members of this committee receive regular updates on significant changes in the financial environment, especially changes in interest rates, financing conditions, share prices or trade operations.

The Group's market trading guidelines for hedging operations and transactions involving Unibail-Rodamco shares and its transaction control guidelines are formally set out ensuring the segregation of duties between execution and control functions.

In terms of cash management, a project was launched in 2009 to optimise the cost and the use of liquidity across the Group and to enhance the visibility of cash forecasts. This new organization will be implemented in the first semester of 2010.

To reduce the risk of fraud and embezzlement, the Group has implemented a secure payments procedure and has formalised the rules for opening, changing and closing bank accounts.

Unibail-Rodamco must comply with fiscal obligations resulting from the various REIT-regimes in the countries where it operates. These requirements are followed on a quarterly basis by dedicated specialists within the Finance Department.

3.2. Legal risks

In September 2009, the Supervisory Board of Unibail-Rodamco S.E. appointed a General Counsel to the Management Board to support the Chief Executive Officer on corporate strategic activities and, among other responsibilities, manage the Group's European-wide legal department.

Legal risks are monitored by the General Counsel, who oversees the deployment of the Group's legal philosophy, policies and procedures to protect the Group's interests and ensure that Unibail-Rodamco complies with the regulations that govern its operations. The legal organisation is composed of a central corporate department and regional departments which are monitored on a day-to-day basis by the Group Director of Legal. These departments are in charge of protecting the Group's interests in contractual matters, drawing up standard contracts and supervising litigation. The Group employs lawyers who are specialists in jurisdictions in which the Group operates and who enlist the support of external counsel and experts as required.

In all regions, the Group legal department has implemented systematic information procedures to ensure senior management at Group and regional levels is informed immediately of any new risks or of any events likely to alter the assessment of an existing risk.

Every quarter, all local legal departments provide the General Counsel and the Group Director of Legal with formal progress reports on the Group's main outstanding disputes.

There is a centralised procedure for registered mail that is received at the Group's French registered office. Every day, a copy of the first page of these letters is automatically sent to the Chief Resources Officer, the Group Director of Legal and the Group Director of Internal Audit and Risk Management. An equivalent procedure has been implemented in all of the regions.

3.3. Information technology (IT) risks

The IT Department of Unibail-Rodamco is in charge of defining the IT strategy and implementing and operating the shared IT systems for the Group.

Unibail-Rodamco's information system relies on:
- software packages from well-known IT companies such as SAP, SOPRA and CODA; and
- a set of data warehouses / datamarts enabling comprehensive reporting on all functions with extracting controls to guarantee data consistency and integrity.

Unibail-Rodamco's IT risk management approach is largely based on:
- Security policy: individual passwords are required to access to computers and applications. In addition, the control of access right requests ensures the security and integrity of the Group's information system.
- Change Management policy: IT development projects are monitored through dedicated status committees where planning, costs and key issues are addressed. IT developments are approved by end users.
- Business Continuity management: the regular and formalised backup of data is stored off site and ensures continuity in activity in the event of a failure in the information system. In addition, Unibail-Rodamco has signed computer services contracts which aim to ensure that critical operations can be resumed within a reasonable time frame in the event of a major incident. The Group's IT recovery plan was tested successfully in November 2009.

3.4. Risks associated with the production of financial and accounting data

Accounting systems can be a source of financial risk, particularly in the context of end-of-period accounting, the consolidation of accounts, and accounting for off-balance sheet obligations.

Accounting processes are handled by local and corporate teams using multiple information systems. Unibail-Rodamco uses manuals for accounting procedures and instructions which describe the segregation of duties between the accounting execution and the control.

Unibail-Rodamco maintains analytical accounting reporting on each property, event and exhibition which enables it to monitor the realisation of its budgets closely.

A common process and reporting template, the Quarterly Flash Report (QFR), is used. This report consists of a set of quarterly (or half-yearly) data concerning valuations, pipeline projects and operational Key Performance Indicators (KPIs), as well as financial data such as comparisons between actuals and budget, actuals year by year, and full year forecasts (GRI, NRI, administrative expenses, etc.). Reports are checked at the regional level before being submitted to the Group Control and Consolidation departments.

Regional quarterly reports are double-checked and challenged by the Group Control Department, which analyses the KPIs as well as any discrepancies between the budget and end-of-period actuals or forecasts. Group Control establishes a Group Quarterly Flash Report which consolidates all Group KPIs.

The QFRs are presented to the Management Board by the country management teams of each region and are provided to the Audit Committee and the Supervisory Board.

Consolidated financial statements are produced for the Unibail-Rodamco Group as well as for Rodamco Europe N.V..
The consolidation process is centralised and carried out by a dedicated team in the Group Consolidation department.

When consolidating the accounts, multiple checks are carried out, of which:
- variations in the controlling shares of subsidiaries and investments are tracked to ensure an appropriate method of consolidation;
- consolidated packages received from regions are reconciled with the Quarterly Flash Reports;
- adjustments to consolidated figures are analysed and explained in a report;
- reports from local external auditors are analysed; and
- variation analyses related to budgets and forecasts are cross checked with Controlling.

Rules for off-balance sheet commitment recordings have been laid down in specific procedures in order to ensure that each commitment is centrally logged by the Legal Department. Commitments given and received are aggregated and brought to the attention of the Management Board and the Supervisory Board.

Group financial statements are reviewed by the Statutory Auditors before being presented and explained to the Management Board, the Audit Committee and, ultimately, to the Supervisory Board.

The appraisal of the internal control system is carried out by the Group Internal Audit Department (composed of 3 persons) which conducts regular assignments into all of the Group's business units in line with the annual audit plan approved by the Management Board and the Group Audit Committee.

Occasionally, the Chief Executive Officer or (the Chairman of) the Audit Committee may ask the Group Internal Audit Department to carry out one-off "flash" assignments in order to provide a rapid response to urgent issues and/or the treatment of new risks or problems. Final audit reports are addressed to the Management Board and to each department which has been involved in the audit. A summary of audit assignments is sent to the Audit Committee on a quarterly basis.

Unibail-Rodamco's Internal Audit Charter sets out the different missions of the audit function. To ensure it remains genuinely independent, the Internal Auditor reports directly to the Chief Executive Officer and to the Chairman of the Audit Committee.

STATUTORY AUDITORS' REPORT

Statutory auditors' report, prepared in accordance with article L. 225-235 of the French commercial code (code de commerce), on the report prepared by the chairman of the Supervisory Board of Unibail-Rodamco

To the Shareholders,

In our capacity as statutory auditors of Unibail-Rodamco and in accordance with article L. 225-235 of the French commercial code (code de commerce), we hereby report on the report prepared by the chairman of your company in accordance with article L. 225-68 of the French commercial code (code de commerce) for the year ended December 31, 2009.
It is the chairman's responsibility to prepare and submit for the supervisory board's approval a report on internal control and risk management procedures implemented by the company and to provide the other information required by article L. 225-68 of the French commercial code (code de commerce), particularly in terms of corporate governance.

It is our responsibility to:
- report on any matters as to the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- confirm that the report also includes the other information required by article L. 225-68 of the French commercial code (code de commerce). It should be noted that our role is not to verify the fairness of this other information.

We conducted our work in accordance with professional standards applicable in France.

Information on internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the chairman's report in respect of internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consist mainly in:
- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of accounting and financial information on which the information presented in the chairman's report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of accounting and financial information that we would have noted in the course of our work are properly disclosed in the chairman's report.

On the basis of our work, we have no matters to report on the information relating to the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the chairman of the Supervisory Board in accordance with article L. 225-68 of the French commercial code (code de commerce).

Other information

We confirm that the report prepared by the chairman of the Supervisory Board also contains other information required by article L. 225-68 of the French commercial code (code de commerce).

Neuilly-Sur-Seine and Paris-La Défense, March 22, 2010
The Statutory Auditors French Original signed by

DELOITTE MARQUE & GENDROT
represented by Joël Assayah

ERNST & YOUNG AUDIT
represented by Bernard Heller

ANNUAL DISCLOSURE FORM

In accordance with the provisions of article 451-1-1 of the French Monetary and Financial Code and article 222-7 of the General Regulation of the Autorité des Marchés Financiers (AMF), this document contains or refers to information published or disclosed by the issuer during the 12 months to satisfy legal and regulatory requirements.

Publication date Matter/filing number	Information	Place of inspection
NEWS RELEASES		
16.02.2010	Unibail-Rodamco agrees to sell five Dutch shopping centres to Wereldhave	www.unibail-rodamco.com www.hugingroup.com(1)
5.02.2010	Unibail-Rodamco to acquire Simon Ivanhoe's portfolio in Europe	www.unibail-rodamco.com www.hugingroup.com(1)
11.12.2009	Unibail-Rodamco announces that effective as of January 1, 2010 it expects to lose the benefit from the tax exemption of its Dutch activities provided by the FBI regime	www.unibail-rodamco.com www.hugingroup.com(1)
24.07.2009	Appointment of Mr Jaap L. Tonckens as member of the Management Board of the Company from the first September 2009. Mr Tonckens will assume the role of General Counsel	www.unibail-rodamco.com www.hugingroup.com(1)
18.05.2009	Unibail-Rodamco becomes officially Unibail-Rodamco SE following its registration with the Trade and Compagnies Register of the Paris Commercial Court on May, 15, 2009. Enforcement of all the delegations given to the management Board of UR SE following the General Meeting of May 14, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
ANNUAL FINANCIAL STATEMENTS – SHELF-REGISTRATION DOCUMENTS – SHARE BUY-BACK PROGRAMME – REGULATORY INFORMATION		
05.03.2010	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
08.02.2010	2009 annual results	www.unibail-rodamco.com www.hugingroup.com(1)
04.02.2010	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
05.01.2010	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
04.12.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
02.11.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
30.10.2009	Financial information as of September 30, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
02.10.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
02.09.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
03.08.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
24.07.2009	2009 Financial interim report publication	www.unibail-rodamco.com www.hugingroup.com(1)
22.07.2009	2009 Half-year results	www.unibail-rodamco.com www.hugingroup.com(1)
17.07.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
15.07.2009	Information about tax regime applicable to the distribution of €2 per share on July 15, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
01.07.2009	Information about the payment of €2.25 per share for the 2008 final dividend and the distribution of an amount deducted from the "distributable reserves" and the "contribution premium" accounts payable on July 15, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
01.07.2009	Information about a final cash amount payable on ORA's on July, 15 2009	www.unibail-rodamco.com www.hugingroup.com(1)
08.06.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
05.05.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
29.04.2009	Settlement-delivery of the net share settled bonds convertible into new and/or existing shares	www.unibail-rodamco.com www.hugingroup.com(1)
22.04.2009	Information about the availability of a prospectus following Unibail-Rodamco issuance of net share settled bonds convertible into new and/or existing shares (ORNANE)	www.unibail-rodamco.com www.hugingroup.com(1)
22.04.2009	Success of the private placement of net share settled convertible bonds launched on April 21, 2009 – Update of the "Financial information as of March 31 2009" released on April 21, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
21.04.2009	Notice of a postponement to May 14, 2009 of the combined Ordinary and Extraordinary General Meeting called for April 28, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
21.04.2009	Information about issuance by Unibail-Rodamco of net share settled bonds convertible into new and/or existing shares	www.unibail-rodamco.com www.hugingroup.com(1)
21.04.2009	Financial Information as of March 31, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
03.04.2009	Third interim dividend will be made payable on April 15, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
03.04.2009	Unibail-Rodamco interim cash amount applicable to ORA payable on April 15, 2009	www.unibail-rodamco.com www.hugingroup.com(1)
02.04.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
19.03.2009	Press release about the publication of the 2008 Registration Document	www.unibail-rodamco.com www.hugingroup.com(1)
18.03.2009	Information on how the Preliminaries documents to the General Meeting on April 28, 2009 are available – Plan of conversion into a European Company	www.unibail-rodamco.com www.hugingroup.com(1) Het Financieele Dagblad
04.03.2009	Disclosure of outstanding shares and voting rights	www.unibail-rodamco.com www.hugingroup.com(1)
BALO PUBLICATIONS		
15.07.2009 Bulletin no.84	Notice about the adjustment: ORA, ORNANE, options	http://balo.journal-officiel.gouv.fr
19.06.2009 Bulletin no.73	Publication of the annual accounts	http://balo.journal-officiel.gouv.fr
29.05.2009 Bulletin no.64	Notice about the adjustment: ORA, ORNANE, options	http://balo.journal-officiel.gouv.fr
24.04.2009 Bulletin no.49	Notice about the postponement of the General Meeting to May 14, 2009	http://balo.journal-officiel.gouv.fr Het Financieele Dagblad and Officiële Prijscourant
18.03.2009 Bulletin no.33	Notice of shareholder's meeting to be held on April 28, 2009	http://balo.journal-officiel.gouv.fr
18.03.2009 Bulletin no.33	Plan of conversion into a European Company	http://balo.journal-officiel.gouv.fr Het Financieele Dagblad
INFORMATIONS FILED AT THE COMMERCIAL COURT/ PUBLISHED ON THE AFFICHES PARISIENNES		
05.02.2010 Filing no.11599	Capital increases, updated bylaws	www.infogreffe.fr
25.11.2009 Filing no.100390	Capital increases, (abstract of the minutes dated as of June 5, 2009), updated bylaws	www.infogreffe.fr Affiches Parisiennes K024702
21.09.2009 Filing no.80078	Election of Member of the Management Board	www.infogreffe.fr Affiches Parisiennes K019788
11.09.2009 Filing no.77252	Capital increase (abstract of the minutes dated as of June 5, 2009), updated bylaws	www.infogreffe.fr Affiches Parisiennes K019125
03.09.2009 Filing no.74898	Capital increases, Delegation of authority, updated bylaws	www.infogreffe.fr Affiches Parisiennes K016775
17.06.2009 Filing no.49858	Capital increases, abstract of the minutes dated as of June 5, 2009, updated bylaws	www.infogreffe.fr Affiches Parisiennes K012351
11.06.2009 Filing no.48271	Delegation of authority	www.infogreffe.fr
15.05.2009 Filing no.40861	Capital increases (abstract of the minutes dated as of April 20, 2009), updated bylaws	www.infogreffe.fr
15.05.2009 Filing no.40867	Re-appointment of the Supervisory Board Members, updated bylaws; Conversion into a European Company; Change of name of the company; Election of Member of the Supervisory Board; (abstract of the minutes dated as of May 14, 2009). Election Of the Chairman of the Supervisory Board; Election of the Vice-Chairman of the Supervisory Board; Election of Member of the Management Board; Election of the Chairman of Management Board; (abstract of the minutes dated as of May 14, 2009) updated bylaws	www.infogreffe.fr Affiches Parisiennes K010093
06.04.2009 Filing no.29655	Report of the auditor in charge of the transformation	www.infogreffe.fr
25.03.2009 Filing no.26092	Capital increases, updated bylaws	www.infogreffe.fr Affiches Parisiennes K006241
18.03.2009 Filing no.23868	Plan of conversion into a European Company	www.infogreffe.fr
17.03.2009 Filing no.23142	Capital decrease (abstract of the minutes dated as of December 12 2008), Capital Increase, updated bylaws	www.infogreffe.fr Affiches Parisiennes K002100
23.02.2009 Filing no.16465	Capital decrease (abstract of the minutes dated as of April 29, 2008)	www.infogreffe.fr

(1) Information provider registered by the AMF for regulated information issuance.

PERSONS RESPONSIBLE FOR THIS DOCUMENT, FOR THE FINANCIAL INFORMATION AND FOR AUDITING THE ACCOUNTS

Person responsible for the Registration Document (Document de Référence)
Guillaume Poitrinal, Chairman of the Management Board of Unibail-Rodamco

Declaration by the person responsible for the Registration Document
To the best of my knowledge, after taking all necessary measures, the data contained in this Registration Document gives an accurate and fair view of the Company and the information contained within is free from any material misstatement.

I have obtained from the statutory auditors their end-of-audit letter, which states they have verified the information on the financial position of the Company and the company accounts included in this Registration Document as well reading the totality of this Registration Document.

The statutory auditors have issued a report on the historical financial information included in the financial section of this document.

It is reminded that, without qualifying the opinion expressed, the statutory auditors drew the following comment for the financial year 2007: the attention is drawn to note 3 ("2007 highlights") to the financial statements relating to the accounting treatment of the business combination of Rodamco Europe N.V. and the write-off as at December 31, 2007 of its residual goodwill.

Without qualifying the opinion expressed, the statutory auditors drew the following comment for the financial year 2009 : the attention is drawn to note 1 to the consolidated financial statements that describes the changes in accounting methods applied by the Group starting 2009, and in particular the amendment of IAS 40 related to the accounting of investment property under construction.

Paris, March 23, 2010

Guillaume Poitrinal

Persons responsible for auditing the accounts

Principal Statutory Auditors
Ernst & Young Audit
Faubourg de l'Arche
11, allée de l'Arche
92037 Paris-La Défense Cedex
Bernard Heller
Deloitte Marque & Gendrot
185, avenue du Général de Gaulle
92200 Neuilly-sur-Seine
Joël Assayah

Commencement date of the first term of office, respectively, AGM's of May 13, 1975 and April 28, 2005
Expiry of term of office at the AGM held for the purpose of closing the 2010 accounts

Deputy Statutory Auditors
Ernst & Young & Autres
41, rue Ybry
92576 Neuilly-sur-Seine Cedex
Mazars
61, rue Henri Régnault
92400 Courbevoie

Commencement date of the first term of office, respectively, AGM's of April 28, 2005 and May 26, 1992
Expiry of term of office at the AGM held for the purpose of closing the 2010 accounts

Documents available to the public
The following documents are available on Unibail-Rodamco's website at www.unibail-rodamco.com:
• the registration documents in the form of annual reports, as well as their updates, which are filed at the AMF;
• the financial press releases of the Group.

Unibail-Rodamco's Articles of Association and parent company accounts may be consulted at the headquarters of the Company – 7, place du Chancelier-Adenauer – 75016 Paris and on the website www.unibail-rodamco.com, or obtained on demand.

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In application of article 28 of European Regulation 809/2004 on prospectus documents, the following are included for reference purposes:

- The Business review and the consolidated accounts for the 2007 financial year prepared in accordance with IFRS accounting standards, including reports pertaining to statutory auditors, lodged at the AMF (Autorité des Marchés Financiers) on April 10, 2008.
- The Business review and the consolidated accounts for the 2008 financial year prepared in accordance with IFRS accounting standards, including reports pertaining to statutory auditors, lodged at the AMF (Autorité des Marchés Financiers) on Mars 18, 2009.

This is a free translation into English of the registration Document[1] issued in French and filed at the AMF[2] on March 23, 2010 and is provided solely for the convenience of English-speaking users. When consulting this document, and in the event of a conflict in interpretation, reference should be made to the original French version.

(1) Excluding statutory accounts of the parent company.
(2) Autorité des Marchés Financiers (The French Stock Market Authorities).

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UNIBAIL-RODAMCO
7, place du Chancelier Adenauer
CS 31622 - 75772 Paris Cedex 16
France
Tel: +33 (0)1 53 43 74 37
Fax: +33 (0)1 53 43 74 38
www.unibail-rodamco.com